

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**  
SEC Accession No. [0001225208-13-002085](#)

([HTML Version](#) on [secdatabase.com](#))

### ISSUER

#### **RAYMOND JAMES FINANCIAL INC**

CIK: **720005** | IRS No.: **591517485** | State of Incorp.: **FL** | Fiscal Year End: **0930**  
SIC: **6211** Security brokers, dealers & flotation companies

#### Mailing Address

*P O BOX 12749  
ST. PETERSBURG FL 33716*

#### Business Address

*880 CARILLON PKWY  
P O BOX 12749  
ST PETERSBURG FL 33716  
727-567-1000*

### REPORTING OWNER

#### **JULIEN JEFFREY P**

CIK: **1182753**  
Type: **4** | Act: **34** | File No.: **001-09109** | Film No.: **13550184**

#### Mailing Address

*880 CARILLON PARKWAY  
ST. PETERSBURG FL 33716*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>JULIEN JEFFREY P</b>			2. Issuer Name and Ticker or Trading Symbol <b>RAYMOND JAMES FINANCIAL INC</b> <b>[RJF]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) <b>CFO, Executive VP - Fin</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
<b>880 CARILLON PARKWAY</b>			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>ST. PETERSBURG, FL 33716</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013		M		1,200	A	\$30.44	2,240	I	By Spouse
Common Stock								33,836	D	
Common Stock								504 <sup>(1)</sup>	I	By spouse through ESOP
Common Stock								29,426 <sup>(1)</sup>	I	ESOP

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$30.44	01/25/2013		M			1,200		(2)	11/27/2013	Common Stock	1,200	\$ 0	0	I	By Spouse

Employee Stock Option (right to buy)	\$27.1						(3)	01/22/2017	Common Stock	25,000		25,000	D	
Employee Stock Option (right to buy)	\$25.28						(4)	01/24/2016	Common Stock	25,000		25,000	D	
Employee Stock Option (right to buy)	\$37.87						(5)	11/29/2019	Common Stock	12,500		12,500	D	
Employee Stock Option (right to buy)	\$30.44						11/27/2010	01/27/2014	Common Stock	15,000		15,000 (6)	D	
Performance Restricted Stock Units	(7)						09/30/2015 (8)	03/15/2016	Common Stock	2,269		2,269	D	
Restricted Stock Units	(7)						12/14/2015	12/14/2015	Common Stock	2,269		2,269	D	
Restricted Stock Units	(7)						12/15/2013	12/15/2013	Common Stock	3,133		3,133	D	
Restricted Stock Units	(7)						12/15/2014	12/15/2014	Common Stock	5,156		5,156	D	
Employee Stock Option (right to buy)	\$27.1						(9)	01/22/2017	Common Stock	500		500	I	By Spouse
Employee Stock Option (right to buy)	\$28.74						(10)	01/23/2016	Common Stock	500		500	I	By Spouse
Employee Stock Option (right to buy)	\$25.28						(11)	01/24/2015	Common Stock	500		500	I	By Spouse
Employee Stock Option (right to buy)	\$37.87						(5)	01/29/2018	Common Stock	1,000		1,000	I	By Spouse

**Explanation of Responses:**

1. Includes number of shares acquired under ESOP through January 24, 2013.
2. Currently exercisable
3. Options becoming exercisable - 15,000 on 11/22/2014, 5,000 on 11/22/2015 and 5,000 on 11/22/2016
4. Options currently exercisable - 15,000; options becoming exercisable - 2,090 on 11/24/2013, 3,955 on 11/24/2014, 3,955 on 01/24/2015
5. The stock option vests 60% on 11/29/2015, 20% on 11/29/2016, and 20% on 11/29/2017.
6. Options currently exercisable - 12,000; options becoming exercisable - 3,000 on 1/27/2013
7. Each restricted stock unit represents a contingent right to receive one share of RJF common stock upon vesting and dividend equivalents.
8. The vesting of these performance-vesting RSUs will be determined no later than March 15, 2016 based on the issuer's three-year average after-tax return on equity, on a GAAP basis, for the fiscal years 2013, 2014 and 2015 (the "ROE"), with vesting percentages ranging from zero to 150% of face number of RSUs based on the ROE ranging from less than 6% to equal to or greater than 18%.

- 9. The stock option vests 60% on 11/22/2014, 20% on 11/22/2015 and 20% on 11/22/2016.
- 10. Options becoming exercisable - 300 on 11/23/2013, 100 on 11/23/2014, 100 on 11/23/2015
- 11. Options currently exercisable - 300; options becoming exercisable 100 on 11/24/2013 and 100 on 11/24/2014

**Signatures**

/s/ Jeffrey P. Julien by Paul L. Matecki as Attorney-in-Fact

\*\* Signature of Reporting Person

01/28/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**