

# 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. [0001225208-13-002093](#)

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

### REPORTING OWNER

#### **ARMSTRONG KENNETH E**

CIK: **1022305**

Type: **4** | Act: **34** | File No.: **001-09109** | Film No.: **13550253**

Mailing Address

*880 CARILLON PARKWAY  
ST PETERSBURG FL 33716*

### ISSUER

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

CIK: **720005** | IRS No.: **591517485** | State of Incorporation: **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*

# 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>ARMSTRONG KENNETH E</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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>			<b>Assistant Secretary</b>		
880 CARILLON PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(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		240	A	\$30.44	5,730	D	
Common Stock								863 (1)	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					
Employee Stock Option (right to buy)	\$30.44	01/25/2013		M		240		11/27/2010	01/27/2013	Common Stock	240	0	D	

Employee Stock Option (right to buy)	\$27.1						(2)	01/22/2017	Common Stock	2,000		2,000	D	
Employee Stock Option (right to buy)	\$25.28						(3)	01/24/2015	Common Stock	3,500		3,500	D	

**Explanation of Responses:**

1. Includes number of shares acquired under ESOP through January 24, 2013.
2. The stock option vests 60% on 11/22/2014, 20% on 11/22/2015 and 20% on 11/22/2016.
3. Options currently exercisable - 2,100; options becoming exercisable - 700 on 11/24/2013, 700 on 11/24/2014

**Signatures**

/s/ Kenneth E. Armstrong 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.**