

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**  
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### 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

#### **JAMES THOMAS A**

CIK: **1182775**  
Type: **4** | Act: **34** | File No.: **001-09109** | Film No.: **13850585**

#### Mailing Address

*880 CARILLON PARKWAY  
ST. PETERSBURG FL 33772*

# 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	
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### 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>JAMES THOMAS A</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 checked="" type="checkbox"/> Director <input checked="" 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>05/15/2013</b>		<b>Executive Chairman</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	05/15/2013		G	V	11,400 <sup>(1)</sup>	D	\$ 0	12,548,288	D	
Common Stock								1,026,453 <sup>(2)</sup>	I	ESOP
Common Stock								121,931 <sup>(3)</sup>	I	James' Grandchildren's Trust
Common Stock								1,325,508 <sup>(4)</sup>	I	Robert A. James Trust
Common Stock								48,087	I	Spouse

**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		Date Exercisable	Expiration Date					

Performance Restricted Stock Units	(5)						09/30/2015 <sup>(6)</sup>	03/15/2016	Common Stock	2,936		2,936	D	
Restricted Stock Units	(5)						12/14/2015	12/14/2015	Common Stock	2,936		2,936	D	
Restricted Stock Units	(5)						12/15/2013	12/15/2013	Common Stock	11,908		11,908	D	
Restricted Stock Units	(5)						12/15/2014	12/15/2014	Common Stock	10,312		10,312	D	

**Explanation of Responses:**

1. Gifted stock to a charitable organization.
2. Includes number of shares acquired under ESOP through May 13, 2013.
3. The reporting person is the trustee of the Trust. These securities are held in the Trust for the benefit of the grandchildren of the reporting person's father. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
4. The reporting person is the trustee of the Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
5. Each restricted stock unit represents a contingent right to receive one share of RJF common stock upon vesting and dividend equivalents.
6. 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%.

**Signatures**

/s/ Thomas A. James by Paul L. Matecki as Attorney-in-Fact

\*\* Signature of Reporting Person

05/16/2013

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.**