

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR/A

Initial quarterly Form 13F holdings report filed by institutional managers [amend]

Filing Date: **2013-01-11** | Period of Report: **2012-09-30**
SEC Accession No. [0001193125-13-009716](#)

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

FILER

PLAINSCAPITAL CORP

CIK:**822083** | IRS No.: **752182440** | State of Incorp.:**TX** | Fiscal Year End: **1231**
Type: **13F-HR/A** | Act: **34** | File No.: **028-12708** | Film No.: **13524215**
SIC: **6022** State commercial banks

Mailing Address
*2323 VICTORY AVENUE
SUITE 1400
DALLAS TX 75219-7657*

Business Address
*2323 VICTORY AVENUE
SUITE 1400
DALLAS TX 75219-7657
214.252.4065*

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

FORM 13F

Form 13F Cover Page

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment Amendment Number : 1
This Amendment (Check only one.): is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: PlainsCapital Corporation
Address: 2323 Victory Avenue
Suite 1400
Dallas, Texas 75219

Form 13F File Number: 28- 12708

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: John A. Martin
Title: Executive Vice President and Chief Financial Officer
Phone: 214-525-9038

Signature, Place, and Date of Signing:

/s/ JOHN A. MARTIN	Dallas, TX	January 10, 2013
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(Signature)	(City, State)	(Date)

This amendment is being filed to indicate that, on November 30, 2012, pursuant to that Agreement and Plan of Merger, dated as of May 8, 2012, by and among PlainsCapital Corporation, a Texas corporation (the "Filer"), Hilltop Holdings Inc., a Maryland corporation ("Hilltop"), and Meadow Corporation, a Maryland corporation and wholly owned subsidiary of Hilltop ("Meadow"), the Filer merged with and into Meadow, with Meadow continuing as the surviving corporation. Upon consummation of the merger, Meadow was renamed "PlainsCapital Corporation." As a result of the merger, the Filer will no longer file periodic reports on Form 13F with the Securities and Exchange Commission.

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

NONE

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 131

Form 13F Information Table Value Total: 87,982(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

<TABLE>												
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8					
										VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR PRN	AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
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3M CO	COM	88579Y101	296	3201	SH	NA	DEFINED	--	3101	0	100	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	462	6593	SH	NA	DEFINED	--	1718	0	4875	
ACE LTD	SHS	H0023R105	200	2646	SH	NA	DEFINED	--	2646	0	0	
AECOM TECHNOLOGY CORP DELAWARE	COM	00766T100	466	22045	SH	NA	DEFINED	--	3695	0	18350	
AFFILIATED MANAGERS GROUP	COM	008252108	1410	11460	SH	NA	DEFINED	--	8021	0	3439	
AGCO CORP	COM	001084102	1126	23718	SH	NA	DEFINED	--	22328	0	1390	
ALEXION PHARMACEUTICALS INC	COM	015351109	211	1844	SH	NA	DEFINED	--	1420	0	424	
AMAZON COM INC	COM	023135106	217	855	SH	NA	DEFINED	--	654	0	201	
AMDOCS LTD	ORD	G02602103	259	7840	SH	NA	DEFINED	--	1440	0	6400	
AMERICAN ELEC PWR INC	COM	025537101	226	5155	SH	NA	DEFINED	--	5131	0	24	
APACHE CORP	COM	037411105	585	6767	SH	NA	DEFINED	--	1117	0	5650	
APPLE INC	COM	037833100	860	1289	SH	NA	DEFINED	--	1220	0	69	
AT&T INC	COM	00206R102	216	5726	SH	NA	DEFINED	--	3796	0	1930	
BAKER HUGHES INC	COM	057224107	489	10815	SH	NA	DEFINED	--	1665	0	9150	
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	388	8795	SH	NA	DEFINED	--	8090	0	705	
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	364	4131	SH	NA	DEFINED	--	4081	0	50	
BRISTOL MYERS SQUIBB CO	COM	110122108	333	9870	SH	NA	DEFINED	--	9815	0	55	
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	809	34676	SH	NA	DEFINED	--	32466	0	2210	
CENTENE CORP DEL	COM	15135B101	1035	27687	SH	NA	DEFINED	--	26047	0	1640	
CHEVRON CORP NEW	COM	166764100	720	6177	SH	NA	DEFINED	--	5769	0	408	
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	991	26003	SH	NA	DEFINED	--	24753	0	1250	
CISCO SYS INC	COM	17275R102	533	27922	SH	NA	DEFINED	--	9897	0	18025	
COCA COLA CO	COM	191216100	852	22467	SH	NA	DEFINED	--	11495	0	10972	
COGNIZANT TECHNOLOGY SOLUTIONS	CL A	192446102	351	5020	SH	NA	DEFINED	--	4424	0	596	
COLUMBIA SPORTSWEAR CO	COM	198516106	819	15213	SH	NA	DEFINED	--	14303	0	910	
CONOCOPHILLIPS	COM	20825C104	278	4860	SH	NA	DEFINED	--	4479	0	381	
COVIDIEN PLC	SHS	G2554F113	605	10169	SH	NA	DEFINED	--	2594	0	7575	
CVS CAREMARK CORPORATION	COM	126650100	527	10871	SH	NA	DEFINED	--	2746	0	8125	
DARDEN RESTAURANTS INC	COM	237194105	428	7671	SH	NA	DEFINED	--	7655	0	16	
DARLING INTL INC	COM	237266101	935	51153	SH	NA	DEFINED	--	48263	0	2890	
DEVON ENERGY CORP NEW	COM	25179M103	240	3970	SH	NA	DEFINED	--	3720	0	250	
DOLLAR TREE INC	COM	256746108	299	6184	SH	NA	DEFINED	--	5458	0	726	
EASTMAN CHEM CO	COM	277432100	268	4693	SH	NA	DEFINED	--	4693	0	0	
EBAY INC	COM	278642103	233	4824	SH	NA	DEFINED	--	3404	0	1420	
EMERSON ELEC CO	COM	291011104	451	9340	SH	NA	DEFINED	--	4981	0	4359	
EQT CORP	COM	26884L109	511	8665	SH	NA	DEFINED	--	1690	0	6975	
EXELON CORP	COM	30161N101	206	5791	SH	NA	DEFINED	--	5507	0	284	
EXPRESS SCRIPTS HLDG CO	COM	30219G108	366	5850	SH	NA	DEFINED	--	5022	0	828	
EXXON MOBIL CORP	COM	30231G102	804	8791	SH	NA	DEFINED	--	4291	0	4500	
FLOWERVE CORP	COM	34354P105	996	7799	SH	NA	DEFINED	--	7363	0	436	
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	272	6874	SH	NA	DEFINED	--	6069	0	805	
GENERAL DYNAMICS CORP	COM	369550108	284	4295	SH	NA	DEFINED	--	3919	0	376	

</TABLE>

FORM 13F INFORMATION TABLE

<TABLE>

<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
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GENERAL ELECTRIC CO	COM	369604103	822	36187	SH	NA	DEFINED	--	9772	0	26415
GENERAL MLS INC	COM	370334104	279	7002	SH	NA	DEFINED	--	6952	0	50
GENTEX CORP	COM	371901109	282	16650	SH	NA	DEFINED	--	2225	0	14425
GOOGLE INC	CL A	38259P508	269	356	SH	NA	DEFINED	--	356	0	0
HANESBRANDS INC	COM	410345102	279	8750	SH	NA	DEFINED	--	1200	0	7550
HOME DEPOT INC	COM	437076102	224	3715	SH	NA	DEFINED	--	3703	0	12
HONEYWELL INTL INC	COM	438516106	229	3828	SH	NA	DEFINED	--	3486	0	342
HSBC HLDGS PLC	SPON ADR NEW	404280406	446	9595	SH	NA	DEFINED	--	1420	0	8175
HUBBELL INC	CL B	443510201	209	2582	SH	NA	DEFINED	--	2568	0	14
IDEX CORP	COM	45167R104	809	19366	SH	NA	DEFINED	--	18176	0	1190
ILLINOIS TOOL WKS INC	COM	452308109	415	6977	SH	NA	DEFINED	--	1632	0	5345
INTEL CORP	COM	458140100	468	20623	SH	NA	DEFINED	--	6958	0	13665
INTERNATIONAL BUSINESS MACHS	COM	459200101	403	1940	SH	NA	DEFINED	--	440	0	1500
INTERNATIONAL FLAVORS & FRAGRA	COM	459506101	781	13106	SH	NA	DEFINED	--	7634	0	5472
ISHARES GOLD TRUST	ISHARES	464285105	228	13224	SH	NA	DEFINED	--	12774	0	450
ISHARES TR	AGENCY BD FD	464288166	603	5288	SH	NA	DEFINED	--	3446	0	1842
ISHARES TR	BARCLYS 3-7 YR	464288661	761	6150	SH	NA	DEFINED	--	6150	0	0
ISHARES TR	DJ INTL SEL DIVD	464288448	415	13122	SH	NA	DEFINED	--	13122	0	0
ISHARES TR	MRTG PLS CAP IDX	464288539	1441	95858	SH	NA	DEFINED	--	89938	0	5920
ISHARES TR	FLTG RATE NT	46429B655	480	9508	SH	NA	DEFINED	--	6121	0	3387
ISHARES TR	DJ SEL DIV INX	464287168	1602	27770	SH	NA	DEFINED	--	26200	0	1570
ISHARES TR	HIGH YLD CORP	464288513	2080	22534	SH	NA	DEFINED	--	20477	0	2057
ISHARES TR	IBOXX INV CPBD	464287242	2444	20072	SH	NA	DEFINED	--	18757	0	1315
ISHARES TR	BARCLYS 1-3YR	464287457	1318	15600	SH	NA	DEFINED	--	9989	0	5611
ISHARES TR	MSCI EMERG MKT	464287234	341	8264	SH	NA	DEFINED	--	7939	0	325
ISHARES TR	MSCI KLD400 SOC	464288570	362	6956	SH	NA	DEFINED	--	6956	0	0
ISHARES TR	RUSSELL1000GRW	464287614	1059	15885	SH	NA	DEFINED	--	15885	0	0
ISHARES TR	RUSSELL 2000	464287655	221	2640	SH	NA	DEFINED	--	2170	0	470
ISHARES TR	RUSL 2000 GROW	464287648	247	2590	SH	NA	DEFINED	--	2540	0	50
ISHARES TR	S&P MIDCAP 400	464287507	380	3847	SH	NA	DEFINED	--	2972	0	875
ISHARES TR	US PFD STK IDX	464288687	1372	34418	SH	NA	DEFINED	--	32128	0	2290
ISHARES TR	JP MORGAN USD	464288281	2505	20657	SH	NA	DEFINED	--	19397	0	1260
ISHARES TR	BARCLYS MBS BD	464288588	3682	33724	SH	NA	DEFINED	--	28955	0	4769
ISHARES TR	BARCLYS 1-3YR CR	464288646	4028	38081	SH	NA	DEFINED	--	34285	0	3796
KAYNE ANDERSON MLP											
INVMNT C	COM	486606106	3769	120669	SH	NA	DEFINED	--	117679	0	2990
KIMBERLY CLARK CORP	COM	494368103	1155	13469	SH	NA	DEFINED	--	10711	0	2758
MCDONALDS CORP	COM	580135101	535	5834	SH	NA	DEFINED	--	3488	0	2346
MCGRAW HILL COS INC	COM	580645109	393	7193	SH	NA	DEFINED	--	7169	0	24
MDU RES GROUP INC	COM	552690109	375	17030	SH	NA	DEFINED	--	3755	0	13275
MEADWESTVACO CORP	COM	583334107	882	28811	SH	NA	DEFINED	--	27151	0	1660
MICROSOFT CORP	COM	594918104	716	24064	SH	NA	DEFINED	--	9704	0	14360
NEWFIELD EXPL CO	COM	651290108	859	27430	SH	NA	DEFINED	--	25845	0	1585

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NEWS CORP	CL A	65248E104	534	21816	SH	NA	DEFINED	--	4341	0	17475
NEXTERA ENERGY INC	COM	65339F101	372	5293	SH	NA	DEFINED	--	4898	0	395
NOBLE CORPORATION BAAR	NAMEM-AKT	H5833N103	583	16300	SH	NA	DEFINED	--	2025	0	14275
NORDSON CORP	COM	655663102	652	11135	SH	NA	DEFINED	--	10487	0	648
NORTHROP GRUMMAN CORP	COM	666807102	245	3682	SH	NA	DEFINED	--	3652	0	30
NOVO-NORDISK A S	ADR	670100205	404	2559	SH	NA	DEFINED	--	2559	0	0
OGE ENERGY CORP	COM	670837103	913	16469	SH	NA	DEFINED	--	15529	0	940
ORACLE CORP	COM	68389X105	325	10346	SH	NA	DEFINED	--	9776	0	570
PENTAIR INC	COM	709631105	922	20704	SH	NA	DEFINED	--	19549	0	1155
PEPSICO INC	COM	713448108	348	4910	SH	NA	DEFINED	--	4910	0	0

PG&E CORP	COM	69331C108	213	4986	SH	NA	DEFINED	--	4956	0	30
POLARIS INDS INC	COM	731068102	683	8457	SH	NA	DEFINED	--	7992	0	465
PRICELINE COM INC	COM NEW	741503403	307	496	SH	NA	DEFINED	--	450	0	46
PROSHARES TR	SHRT 20+YR TRE	74347X849	218	7500	SH	NA	DEFINED	--	0	0	7500
QUALCOMM INC	COM	747525103	411	6575	SH	NA	DEFINED	--	5249	0	1326
REPUBLIC SVCS INC	COM	760759100	612	22258	SH	NA	DEFINED	--	7708	0	14550
SAFeway INC	COM NEW	786514208	675	41983	SH	NA	DEFINED	--	39313	0	2670
SCANA CORP NEW	COM	80589M102	213	4416	SH	NA	DEFINED	--	4378	0	38
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	230	7469	SH	NA	DEFINED	--	2480	0	4989
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	1590	43696	SH	NA	DEFINED	--	37031	0	6665
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	1270	81443	SH	NA	DEFINED	--	71280	0	10163
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	372	7943	SH	NA	DEFINED	--	4639	0	3304
SEMPRA ENERGY	COM	816851109	258	3999	SH	NA	DEFINED	--	3975	0	24
SMITHFIELD FOODS INC	COM	832248108	767	39036	SH	NA	DEFINED	--	36696	0	2340
SPDR GOLD TRUST	GOLD SHS	78463V107	922	5363	SH	NA	DEFINED	--	4950	0	413
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1101	18944	SH	NA	DEFINED	--	18944	0	0
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	238	5746	SH	NA	DEFINED	--	5746	0	0
THERMO FISHER SCIENTIFIC INC	COM	883556102	664	11295	SH	NA	DEFINED	--	2045	0	9250
THOR INDS INC	COM	885160101	936	25802	SH	NA	DEFINED	--	24317	0	1485
TIMKEN CO	COM	887389104	854	22972	SH	NA	DEFINED	--	21512	0	1460
TORTOISE ENERGY INFRSTRCTR C	COM	89147L100	221	5467	SH	NA	DEFINED	--	5467	0	0
TRACTOR SUPPLY CO	COM	892356106	278	2807	SH	NA	DEFINED	--	2513	0	294
TRINITY INDS INC	COM	896522109	996	33247	SH	NA	DEFINED	--	31247	0	2000
TUPPERWARE BRANDS CORP UNITED TECHNOLOGIES CORP	COM	899896104	476	8874	SH	NA	DEFINED	--	8834	0	40
UNS ENERGY CORP	COM	913017109	312	3987	SH	NA	DEFINED	--	3714	0	273
URS CORP NEW	COM	903119105	217	5201	SH	NA	DEFINED	--	5169	0	32
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	782	9600	SH	NA	DEFINED	--	9600	0	0
VANGUARD INDEX FDS VANGUARD INTL EQUITY INDEX F	REIT ETF	922908553	486	7483	SH	NA	DEFINED	--	6558	0	925
VIACOM INC NEW	MSCI EMR MKT ETF	922042858	513	12297	SH	NA	DEFINED	--	11142	0	1155
VISA INC	CL B	92553P201	321	5995	SH	NA	DEFINED	--	1345	0	4650
	COM CL A	92826C839	406	3027	SH	NA	DEFINED	--	2728	0	299

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VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	618	21705	SH	NA	DEFINED	--	5830	0	15875
WAL-MART STORES INC	COM	931142103	277	3761	SH	NA	DEFINED	--	3306	0	455
WELLS FARGO & CO NEW	COM	949746101	318	9202	SH	NA	DEFINED	--	8277	0	925
WESCO INTL INC	COM	95082P105	293	5125	SH	NA	DEFINED	--	865	0	4260
WESTERN UN CO	COM	959802109	548	30080	SH	NA	DEFINED	--	7630	0	22450

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