

Guaranty Financial Group Inc.
Form 4
January 15, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JASTROW KENNETH M II

2. Issuer Name and Ticker or Trading Symbol
Guaranty Financial Group Inc.
[GFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8333 DOUGLAS AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

DALLAS, TX 75225

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 01/11/2008 | 01/11/2008 | M | | 22,766 (1) | A | \$ 12.15 130,728 | D |
| Common Stock | 01/11/2008 | 01/11/2008 | J | | 5,603 (1) | D | \$ 12.15 125,125 | D |
| Common Stock | 01/11/2008 | 01/11/2008 | F | | 7,756 (2) | D | \$ 12.15 117,369 (3) | D |
| Common Stock | | | | | | | 3,795 (4) | I |

By
Trustee of
401(k)
Plan

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (right to buy) <u>(5)</u> <u>(6)</u> | \$ 8.55 | | | | | 02/06/2000 02/06/2008 | Common Stock 9,333 |
| Option (right to buy) <u>(6)</u> <u>(7)</u> | \$ 10.81 | | | | | 05/01/2000 05/01/2008 | Common Stock 24,896 |
| Option (right to buy) <u>(6)</u> <u>(8)</u> | \$ 13.27 | | | | | 05/07/2001 05/07/2009 | Common Stock 32,000 |
| Option (right to buy) <u>(6)</u> <u>(9)</u> | \$ 8.5 | | | | | 02/04/2002 02/04/2010 | Common Stock 66,666 |
| Option (right to buy) <u>(6)</u> <u>(10)</u> | \$ 7.55 | | | | | 02/02/2002 02/02/2011 | Common Stock 66,666 |
| Option (right to buy) <u>(6)</u> <u>(11)</u> | \$ 8.51 | | | | | 02/01/2003 02/01/2012 | Common Stock 33,333 |
| Option (right to buy) <u>(6)</u> <u>(12)</u> | \$ 5.57 | | | | | 02/07/2004 02/07/2013 | Common Stock 36,666 |
| Option (right to buy) <u>(6)</u> <u>(13)</u> | \$ 9.64 | | | | | 02/06/2005 02/06/2014 | Common Stock 33,333 |
| Option (right to buy) <u>(6)</u> <u>(14)</u> | \$ 13 | | | | | 02/04/2006 02/04/2015 | Common Stock 33,333 |

| | | | | | | | | | |
|--|-------------|------------|------------|---|----------------------|-------------|-------------|-----------------|--------|
| Option (right to buy) <u>(6)</u> <u>(15)</u> | \$ 17.36 | | | | | 02/03/2007 | 02/03/2016 | Common Stock | 34,166 |
| Restricted Stock <u>(6)</u> <u>(16)</u> | <u>(16)</u> | | | | | <u>(16)</u> | <u>(16)</u> | Common Stock | 41,666 |
| Restricted Stock <u>(6)</u> <u>(17)</u> | <u>(17)</u> | | | | | <u>(17)</u> | <u>(17)</u> | Common Stock | 50,000 |
| Phantom Stock <u>(1)</u> <u>(6)</u> | <u>(1)</u> | 01/11/2008 | 01/11/2008 | M | 22,766 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 37,323 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| JASTROW KENNETH M II 8333 DOUGLAS AVENUE DALLAS, TX 75225 | X | | | Chairman of the Board |

Signatures

Scott A. Almy signed on behalf of Kenneth M. Jastrow, II. 01/15/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Distribution and settlement of a portion of phantom shares due to retirement from Temple-Inland Inc.; includes phantom shares from deferred bonuses and restricted shares related to retirement ageement. Settlement is payable in cash and stock: 5,603 shares payable in cash and 17,163 shares payable in stock. Phantom shares accrued under a Temple-Inland Inc. plan, which includes a dividend reinvestment feature, to be settled upon Reporting Person's retirement.
- (2) 1,499 shares withheld for tax purposes on deferred restricted stock and 6,257 shares withheld for tax purposes on deferred phantom stock distributed to Reporting Person upon retirement from Temple-Inland Inc.
- (3) In accordance with the Rights Agreement adopted by the Company on December 11, 2007, Preferred Stock Purchase Rights are deemed to be attached to the shares of Common Stock.
- (4) Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Temple-Inland Salaried Savings Plan according to the latest report of the Plan Administrator. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.)
- (5) Options Vesting Schedule for Options Granted 02/06/1998 - exercise price \$8.55: Options Exercisable 02/06/2000 - 1,400; Options Exercisable 02/06/2001 - 1,400; Options Exercisable 02/06/2002 - 1,400; Options Exercisable 02/06/2003 - 1,400; and Options Exercisable 02/06/2004 - 3,733.
- (6) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
- (7) Options Vesting Schedule for Options Granted 05/01/1998 - exercise price \$10.81: Options Exercisable 05/01/2000 - 5,000; Options Exercisable 05/01/2001 - 5,000; Options Exercisable 05/01/2002 - 5,000; Options Exercisable 05/01/2003 - 5,000; and Options Exercisable 05/01/2004 - 4,896.

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- (8) Options Vesting Schedule for Options Granted 05/07/1999 - exercise price \$13.27: Options Exercisable 05/07/2001 - 4,800; Options Exercisable 05/07/2002 - 4,800; Options Exercisable 05/07/2003 - 4,800; Options Exercisable 05/07/2004 - 4,800; and Options Exercisable 05/07/2005 - 12,800.
- (9) Options Vesting Schedule for Options Granted 02/04/2000 - exercise price \$8.50: Options Exercisable 02/04/2002 - 10,000; Options Exercisable 02/04/2003 - 10,000; Options Exercisable 02/04/2004 - 10,000; Options Exercisable 02/04/2005 - 10,000; and Options Exercisable 02/04/2006 - 26,666.
- (10) Options Vesting Schedule for Options Granted 02/02/2001 - exercise price \$7.55: Options Exercisable 02/04/2002 - 16,666; Options Exercisable 02/04/2003 - 16,667; Options Exercisable 02/04/2004 - 16,666; Options Exercisable 02/04/2005 - 16,667.
- (11) Options Vesting Schedule for Options Granted 02/01/2002 - exercise price \$8.51: Options Exercisable 02/01/2003 - 8,333; Options Exercisable 02/01/2004 - 8,333; Options Exercisable 02/01/2005 - 8,333 and Options Exercisable 02/01/2006 - 8,334.
- (12) Options Vesting Schedule for Options Granted 02/07/2003 - exercise price \$5.57: Options Exercisable 02/07/2004 - 9,166; Options Exercisable 02/07/2005 - 9,166; Options Exercisable 02/07/2006 - 9,166; and Options Exercisable 02/07/2005 - 9,166.
- (13) Options Vesting Schedule for Options Granted 02/06/2004 - exercise price \$9.64: Options Exercisable 02/06/2005 - 8,333; Options Exercisable 02/06/2006 - 8,333; Options Exercisable 02/06/2007 - 8,333 and Options Exercisable 02/06/2008 - 8,334. Award amount is 33,333; was inadvertently reported as 16,666 due to spin-off conversion calculation error on previous Form 4 dated December 18, 2007.
- (14) Options Vesting Schedule for Options Granted 02/04/2005 - exercise price \$13.00: Options Exercisable 02/04/2006 - 8,333; Options Exercisable 02/04/2007 - 8,333; Options Exercisable 02/04/2008 - 8,334 and Options Exercisable 02/04/2009 - 8,333.
- (15) Options Vesting Schedule for Options Granted 02/03/2006 - exercise price \$17.36: Options Exercisable 02/03/2007 - 8,541; Options Exercisable 02/03/2008 - 8,542; Options Exercisable 02/03/2009 - 8,542 and Options Exercisable 02/03/2010 - 8,541.
- (16) Restricted Shares granted on August 9, 2007 that will vest effective February 3, 2009. Restricted Shares will be settled for cash based on the fair market value on the vesting date subject to a 1% ROI performance criteria.
- (17) Restricted Shares granted on August 9, 2007 that will vest effective February 2, 2010. Restricted Shares will be settled for cash based on the fair market value on the vesting date subject to a 1% ROI performance criteria.

Remarks:

Option prices and award amounts updated to reflect spin-off from Temple-Inland Inc. effective 12/28/2007.

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

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