

Hudgens John
Form 4
April 14, 2010

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hudgens John

2. Issuer Name **and** Ticker or Trading
Symbol
TEXAS CAPITAL BANCSHARES
INC/TX [TCBI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP & Chief Credit Officer

2000 MCKINNEY
AVENUE, SUITE 700

(Street)

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

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

DALLAS, TX 75201

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/12/2010		S		5,000	D	\$ 20 9,412
Restricted Stock Units (Common Stock) ⁽¹⁾							1,936 ⁽²⁾
Restricted Stock Units (Common Stock) ⁽¹⁾							6,000 ⁽³⁾

Restricted
Stock Units
(Common
Stock) ⁽¹⁾

7,865 ⁽⁴⁾ D

Restricted
Stock Units
(Common
Stock) ⁽¹⁾

3,932 ⁽⁵⁾ D

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.

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(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
Stock Appreciation Rights	\$ 22.65							(6)	04/24/2016	Common Stock	4,257
Stock Options	\$ 7.25							04/16/2007	04/16/2012	Common Stock	20,000
Stock Options	\$ 7.25							03/18/2008	03/18/2013	Common Stock	10,000
Stock Options	\$ 13.95							12/16/2008	12/16/2013	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVP & Chief Credit Officer

Hudgens John
2000 MCKINNEY AVENUE
SUITE 700
DALLAS, TX 75201

Signatures

John Hudgens

04/13/2010

 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) The restricted stock units were granted under the Company's 2005 Long-Term Incentive Plan as part of compensation for employment. Each restricted stock unit represents a contingent right to receive one share of TCBI common stock.
- (2) The restricted stock units vest in five equal annual installments beginning on April 24, 2007.
- (3) The restricted stock units vest in five equal annual installments beginning on December 20, 2007.

The restricted stock units vest on December 31, 2013 (subject to certain exceptions as related to the change in control of the Company). Notwithstanding the foregoing, the vesting of the restricted stock units shall be accelerated in 33.33% increments as of the first trading day immediately following any 60 consecutive trading day period during which the fair market value of a share of the Company's common stock equals or exceeds certain target fair market values (\$20.00, \$22.50, and \$25.00) for at least 40 days during such 60 consecutive trading day period, provided that Mr. Hudgens is employed by the Company or its subsidiaries on such date.
- (5) The restricted stock units vest in four equal annual installments beginning on January 27, 2010.
- (6) The stock appreciation rights vest in five equal annual installments beginning April 24, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.