

OCONNOR SEAN MICHAEL
 Form 4
 February 27, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 OCONNOR SEAN MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 INTL FCSTONE INC. [INTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 329 PARK AVENUE
 NORTH, SUITE 350
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

WINTER PARK, FL 32789

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/25/2013 | | X | | 1,272 A \$ 2.5 | 378,226 | D |
| Common Stock | 02/25/2013 | | S | | 1,272 D \$ 18.5 | 376,954 | D |
| Common Stock | 02/26/2013 | | X | | 100 A \$ 2.5 | 377,054 | D |
| Common Stock | 02/26/2013 | | S | | 100 D \$ 18.5 | 376,954 | D |
| Common Stock | 02/27/2013 | | X | | 9 A \$ 2.5 | 376,963 | D |

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| | | | | | | | | |
|--------------|------------|---|---|---|---------|---------|---|-------------------|
| Common Stock | 02/27/2013 | S | 9 | D | \$ 18.5 | 376,954 | D | |
| Common Stock | | | | | | 5,200 | I | By Children |
| Common Stock | | | | | | 780,434 | I | Darseaker Limited |

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

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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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 2.5 | 02/25/2013 | | X | 1,272 | 03/07/2006 | 03/07/2013 | Common | 1,272 |
| Stock Options | \$ 2.5 | 02/26/2013 | | X | 100 | 03/07/2006 | 03/07/2013 | Common | 100 |
| Stock Options | \$ 2.5 | 02/27/2013 | | X | 9 | 03/07/2006 | 03/07/2013 | Common | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OCONNOR SEAN MICHAEL 329 PARK AVENUE NORTH SUITE 350 WINTER PARK, FL 32789 | X | | CEO | |

Signatures

Sean M.
O'Connor

02/27/2013

__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).

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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