

Guaranty Financial Group Inc.  
Form 4  
July 02, 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)  
**07/01/2008**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 07/01/2008                           | 07/01/2008   | M                              |   | 14,557 (1) (2) \$ 5.17  | A  | 138,528 D                         |
| Common Stock                    | 07/01/2008                           | 07/01/2008   | J                              |   | 3,583 (1) (2) \$ 5.17   | D  | 134,945 D                         |
| Common Stock                    | 07/01/2008                           | 07/01/2008   | M                              |   | 17,500 (2) (3) \$ 5.17  | A  | 152,445 D                         |
| Common Stock                    | 07/01/2008                           | 07/01/2008   | J                              |   | 17,500 (2) (3) \$ 5.17  | D  | 134,945 (4) D                     |
| Common Stock                    |                                      |  |                                |   | 6,071 (5)   | 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.

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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 |
| Option (right to buy) <u>(2)</u> <u>(6)</u>  | \$ 13.27   |                                      |  |                                |   | 05/07/2001   | 05/07/2009  | Common Stock | 32,000                     |
| Option (right to buy) <u>(2)</u> <u>(7)</u>  | \$ 8.5   |                                      |  |                                |   | 02/04/2002   | 02/04/2010  | Common Stock | 66,666                     |
| Option (right to buy) <u>(2)</u> <u>(8)</u>  | \$ 7.55  |                                      |  |                                |   | 02/02/2002   | 02/02/2011  | Common Stock | 66,666                     |
| Option (right to buy) <u>(2)</u> <u>(9)</u>  | \$ 8.51  |                                      |  |                                |   | 02/01/2003   | 02/01/2012  | Common Stock | 33,333                     |
| Option (right to buy) <u>(2)</u> <u>(10)</u> | \$ 5.57  |                                      |  |                                |   | 02/07/2004   | 02/07/2013  | Common Stock | 36,666                     |
| Option (right to buy) <u>(2)</u> <u>(11)</u> | \$ 9.64  |                                      |  |                                |   | 02/06/2005   | 02/06/2014  | Common Stock | 33,333                     |
| Option (right to buy) <u>(2)</u> <u>(12)</u> | \$ 13  |                                      |  |                                |   | 02/04/2006   | 02/04/2015  | Common Stock | 33,333                     |
| Option (right to buy) <u>(2)</u> <u>(13)</u> | \$ 17.36   |                                      |  |                                |   | 02/03/2007   | 02/03/2016  | Common Stock | 34,166                     |
| Restricted Stock Units <u>(2)</u> <u>(3)</u> | \$ 5.17 <u>(3)</u>                                     | 07/01/2008                           | 07/01/2008   | M                              | 17,500 <u>(3)</u>   | <u>(3)</u>   | <u>(3)</u>  | Common Stock | 41,666                     |

|   |                        |            |            |   |                       |             |             |              |        |
|---|------------------------|------------|------------|---|-----------------------|-------------|-------------|--------------|--------|
| Restricted Stock Units <sup>(2)</sup> <sub>(14)</sub> |                        |            |            |   |                       | <u>(14)</u> | <u>(14)</u> | Common Stock | 50,000 |
| Phantom Stock <sup>(1)</sup> <sub>(2)</sub>           | \$ 5.17 <sup>(1)</sup> | 07/01/2008 | 07/01/2008 | M | 14,557 <sub>(1)</sub> | <u>(1)</u>  | <u>(1)</u>  | Common Stock | 14,557 |

## Reporting Owners

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

## Signatures

Scott A. Almy signed on behalf of Kenneth M. Jastrow, II. 07/02/2008

    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 phantom shares due to retirement from Temple-Inland Inc.; includes phantom shares from deferred bonuses and restricted shares related to retirement agreement. Settlement is payable in cash and stock: 3,583 shares payable in cash and 10,974 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) Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007.
  - (3) Distribution and settlement of vested 17,500 Restricted Stock Units, settled in cash based on the fair market value on July 1, 2008. Vesting, distribution and settlement due to retirement from Temple-Inland Inc. and in accordance with the terms of an agreement with Temple-Inland Inc. Remaining Restricted Stock Units scheduled for distribution effective February 3, 2009. Restricted Stock Units will be settled for cash based on the fair market value on the date of distribution.
  - (4) 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.
  - (5) 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.)
  - (6) Options Vesting Schedule - 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.
  - (7) Options Vesting Schedule- 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.
  - (8) Options Vesting Schedule - 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.
  - (9) Options Vesting Schedule - 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.
  - (10)

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Options Vesting Schedule - 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.

- (11) Options Vesting Schedule - 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.
- (12) Options Vesting Schedule - 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.
- (13) Options Vesting Schedule - 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.

- (14) Restricted Stock Units scheduled for distribution effective February 2, 2010. Restricted Stock Units will be settled for cash based on the fair market value on the date of distribution. Vesting, distribution and settlement due to retirement from Temple-Inland Inc. and in accordance with the terms of an agreement with Temple-Inland Inc.

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.