

TEXAS CAPITAL BANCSHARES INC/TX
 Form 4
 May 19, 2010

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 *
HELM LARRY L

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)
 2000 MCKINNEY AVENUE, SUITE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2010

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

DALLAS, TX 75201

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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Restricted Stock Units (Common Stock) ⁽¹⁾ | 05/18/2010 | | A | 1,000 ⁽²⁾ | A | \$ 0 | 1,000 | D |
| Restricted Stock Units (Common Stock) ⁽¹⁾ | | | | | | | 1,000 ⁽³⁾ | D |
| Restricted Stock Units (Common Stock) | | | | | | | 800 ⁽⁴⁾ | D |

| | | |
|---|--------------------|---|
| Stock) ⁽¹⁾ | | |
| Restricted Stock Units (Common Stock) ⁽¹⁾ | 300 ⁽⁵⁾ | D |
| Restricted Stock Units (Common Stock) ⁽¹⁾ | 100 ⁽⁶⁾ | D |
| Common Stock | 3,700 | 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) | Amount or Number of Shares | |
|---|---|---|---|---|---|--|---|--|-------|
| | | | | Code V (A) (D) | | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Rights ⁽⁷⁾ | \$ 18.52 | 05/18/2010 | | A | 3,000 | ⁽⁸⁾ | 05/18/2020 | Common Stock | 3,000 |
| Stock Appreciation Rights ⁽⁷⁾ | \$ 14.17 | | | | | ⁽⁹⁾ | 05/19/2019 | Common Stock | 3,000 |
| Stock Appreciation Rights ⁽⁷⁾ | \$ 18.67 | | | | | ⁽¹⁰⁾ | 05/19/2018 | Common Stock | 3,000 |
| Stock Appreciation Rights ⁽⁷⁾ | \$ 22.47 | | | | | ⁽¹¹⁾ | 07/23/2017 | Common Stock | 2,000 |
| | \$ 23 | | | | | ⁽¹²⁾ | 05/16/2016 | | 2,000 |

Stock
Appreciation
Rights ⁽⁷⁾

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELM LARRY L 2000 MCKINNEY AVENUE SUITE 700 DALLAS, TX 75201 | X | | | |

Signatures

/s/ Larry Helm 05/18/2010

 **Signature of Date
Reporting Person

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 to the non-employee director as an award grant under the Company's 2005 Long-Term Incentive Plan for service as a director of the Company. 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 May 18, 2011. Vested shares will be delivered to the reporting person no later than 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
 - (3) The restricted stock units vest in five equal annual installments beginning May 19, 2010. Vested shares will be delivered to the reporting person no later than 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
 - (4) The restricted stock units vest in five equal annual installments beginning May 19, 2009. Vested shares will be delivered to the reporting person no later than 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
 - (5) The restricted stock units vest in five equal annual installments beginning July 23, 2008. Vested shares will be delivered to the reporting person no later than 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
 - (6) The restricted stock units vest in five equal annual installments beginning May 16, 2007. Vested shares will be delivered to the reporting person no later than 2 1/2 months following the close of the calendar year in which the restricted stock units vested.
 - (7) The stock appreciation rights were granted to the non-employee director as an award grant under the Company's 2005 Long-Term Incentive Plan for service as a director of the Company.
 - (8) The stock appreciation rights vest in five equal annual installments beginning May 18, 2011.
 - (9) The stock appreciation rights vest in five equal annual installments beginning May 19, 2010.
 - (10) The stock appreciation rights vest in five equal annual installments beginning May 18, 2009.
 - (11) The stock appreciation rights vest in five equal annual installments beginning July 23, 2008.
 - (12) The stock appreciation rights vest in five equal annual installments beginning May 16, 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.