

Nessler Peter J. Jr.  
Form 3  
June 01, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Nessler Peter J. Jr.                      |         | (Month/Day/Year)                     | INTL FCSTONE INC. [INTL]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/01/2012   |  |
| 2829 WESTOWN PARKWAY, SUITE 100           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WEST DES MOINES, IA 50266                 |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Executive Vice President   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common                          | 8,403   | D  | ^   |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   |  |  |   |

## Edgar Filing: Nessler Peter J. Jr. - Form 3

|                              | Expiration Date           | Expiration Date | Common Stock | Amount or Number of Shares |                         | or Indirect (I) (Instr. 5) |   |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|-------------------------|----------------------------|---|
| Stock Options <sup>(1)</sup> | 09/30/2009                | 06/13/2016      | Common Stock | 4,425                      | \$ 18.64                | D                          | Â |
| Stock Options <sup>(1)</sup> | 09/30/2009                | 03/16/2017      | Common Stock | 15,930                     | \$ 54.23                | D                          | Â |
| Stock Options                | 11/30/2011 <sup>(2)</sup> | 11/30/2014      | Common Stock | 3,000                      | \$ 23.49                | D                          | Â |
| Stock Options <sup>(3)</sup> | 12/16/2016 <sup>(5)</sup> | 12/16/2021      | Common Stock | 80,000                     | \$ 25.91 <sup>(4)</sup> | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Nessler Peter J. Jr.<br>2829 WESTOWN PARKWAY<br>SUITE 100<br>WEST DES MOINES, IA 50266 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Peter J. Nessler,  
Jr. 06/01/2012

         Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Replacement options granted upon the merger of FCStone Group, Inc. and International Assets Holding Corporation (now known as INTL FCStone Inc.) pursuant to the merger agreement.  
On 11/30/2011 the Optionee became entitled to exercise 1000 shares of the Options. Commencing on 11/30/2012 the Optionee shall be entitled to exercise 1000 shares of the Options. Commencing on 11/30/2013 the Optionee shall be entitled to exercise 1000 shares of the Options.
- (2) The option grant was approved by the Company's Board of Directors on December 12, 2011, subject to shareholder approval of an Amendment to the Stock Option Plan under which the options were granted. The Company's shareholders approved the Amendment on February 23, 2012. The Amendment increased the number of shares that could be granted under the plan.
- (3) The strike price of the grant was set by the Company's Board of Directors at 110% of the closing price on December 16, 2012.
- (4) The options vest in equal tranches on each of the fifth, sixth, seventh, eighth and ninth anniversaries of the grant date.

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.