FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-028							
	burdon							

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB Number: 3

Estimated average burden hours per response:

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

									' '	of 1940						
1. Name and Address of Reporting Person*  PARTHEMORE ERIC			2. Issuer Name <b>and</b> Ticker or Trading Symbol INTL FCSTONE INC. [ INTL ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
THEFTENIONE LINE												X	Direc	ctor	10% (	Owner
(Last) (First) (Middle) 329 PARK AVENUE N. SUITE 350				3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012								Officer (give title below)			Other (specify below)	
				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
(Street) WINTER PARK FL 32789 (City) (State) (Zip)												Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person				
				ļ												
	Tab	le I - Non	-Deriva	ative S	ecuriti	es Acc	uired,	Disp	osed o	f, or	Benefi	cially	Owne	ed		
Date				Executi if any	Execution Date, if any		Transaction Dis Code (Instr. 5)		Disposed Of (D) (Instr. 3,			Securi Benefi Owned	ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount	(A (C	N) or D) Pr	ice	Transaction(s) (Instr. 3 and 4)			(111311.4)
Restricted Shares of Common Stock <sup>(1)</sup> 02/23/				/2012			A		1,316	5	Α	\$0 6,081		5,081	D	
	Ta												wned			
	ercise (Month/Day/Year) of rative		Execution Date, if any		on of Deri Sec Acq (A) o Disp of (I	vative urities uired or oosed o)	Expiration Date			and 4)		Deri Sec (Ins	rivative curity str. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	(FRK AVENUE 350)  R PARK F. (S  Security (Insecurity (	(First) (CRK AVENUE N. 350)  R PARK FL (State) (Table Security (Instr. 3)  d Shares of Common Stock (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) RK AVENUE N. REPARK FL 32789  (State) (Zip)  Table I - Non  Security (Instr. 3)  Table II - D  (State) (Zip)  Table II - D  (State) (Month/Day/Year)  Table II - D  (State) (Month/Day/Year)  Table II - D  (State) (Month/Day/Year)  Table II - D  (State) (Month/Day/Year)	(First) (Middle)  RK AVENUE N.  350  R PARK FL 32789  (State) (Zip)  Table I - Non-Derivative (Month/Dayl/Year)  Table II - Derivative (e.g., pu  2. Transaction Date (Month/Dayl/Year)  Conversion or Exercise Price of Derivative (Month/Dayl/Year)  [State] (Month/Dayl/Year)  [A Date (Month/Dayl/Year) (Month/Dayl/Year) (Month/Dayl/Year)	(First) (Middle)  (K AVENUE N.  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  2. Table II - Derivative Security (Instr. 3)  2. Table II - Derivative Security (Instr. 3)  2. Table II - Derivative Security (Instr. 3)  3. Transaction Date (Instr. 3)  4. Transaction Code (Instr. 3)	INTL FCS   INTL FCS	(First) (Middle)  (K AVENUE N.  (State) (Zip)  Table I - Non-Derivative Securities According (Month/Day/Year)  (State) (Zip)  Table II - Derivative Securities According (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Trans 02/23/2012  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Table II - Derivative Securities Acquired Execution Date, if any (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Date of Earliest Trans 02/23/2012  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  3. Date of Earliest Trans 02/23/2012  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Security (Instr. 3)  3. Date of Earliest Trans 02/23/2012  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Security (Instr. 3)  3. Date of Earliest Trans 02/23/2012  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired	INTL FCSTONE INC.	INTL FCSTONE INC. [INTL FCSTONE INC. INTL FCSTONE INC. INT. INTL FCSTONE INC. INT. INTL FCSTONE INC. INT. INT. INT. INT. INT. INT. INT.	INTL FCSTONE INC. [ INTL ]	INTL FCSTONE INC. [INTL]	INTL FCSTONE INC. [INTL]	INTL FCSTONE INC. [INTL]   (Check X   X   X   X   X   X   X   X   X   X	INTL FCSTONE INC. [INTL]   INTL]   I	INTL FCSTONE INC. [INTL]   Check all applicable   X Director Officer (give title below)	INTL FCSTONE INC. [INTL]   Check all applicable   X Director   10% of Officer (give title below)

## **Explanation of Responses:**

1. Acquired through the Company's Restricted Stock Plan as part of the annual compensation of independent directors and as disclosed in the Proxy Statement dated January 13, 2012. Shares vest equally on anniversary in years one, two and three.

Date Exercisable Expiration Date

Eric Parthemore

Title

02/23/2012

\*\* Signature of Reporting Person

of Shares

Date

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

- $^{\star}$  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).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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