

Fernandez Charles A
 Form 3
 February 20, 2009

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

OMB APPROVAL

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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 and Ticker or Trading Symbol | |
| Â Fernandez Charles A | | (Month/Day/Year) | Guaranty Financial Group Inc. [GFG] | |
| (Last) | (First) | (Middle) | 02/10/2009 | |
| 8333 DOUGLAS AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS,Â TXÂ 75225 | | | <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 |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Lending Officer | |

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 Stock | 52,887 | D | Â |
| Common Stock <u>(1)</u> | 1,882 | D <u>(1)</u> | Â |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------------|---------------------------|---------------------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Option (right to buy) <u>(2)</u> | 02/06/2008 | 02/06/2014 | Common Stock | 416 | \$ 9.64 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/04/2008 | 02/04/2015 | Common Stock | 416 | \$ 13 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/04/2009 | 02/04/2015 | Common Stock | 417 | \$ 13 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/03/2008 | 02/03/2016 | Common Stock | 533 | \$ 17.36 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/03/2009 | 02/03/2016 | Common Stock | 533 | \$ 17.36 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/03/2010 | 02/03/2016 | Common Stock | 534 | \$ 17.36 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/02/2008 | 02/02/2017 | Common Stock | 533 | \$ 19.61 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/02/2009 | 02/02/2017 | Common Stock | 533 | \$ 19.61 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/02/2010 | 02/02/2017 | Common Stock | 534 | \$ 19.61 | D | Â |
| Option (right to buy) <u>(2)</u> | 02/02/2011 | 02/02/2017 | Common Stock | 533 | \$ 19.61 | D | Â |
| Restricted Stock <u>(3)</u> | 02/02/2010 ⁽³⁾ | 02/02/2010 ⁽³⁾ | Common Stock | 859 | \$ <u>(3)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fernandez Charles A 8333 DOUGLAS AVENUE DALLAS, TX 75225 | Â | Â | Â Chief Lending Officer | Â |

Signatures

Scott A. Almy signed on behalf of Charles A. Fernandez 02/20/2009

__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).

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Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Guaranty Financial Group

- (1) Inc. Savings and Retirement 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.)

Shares acquired in a pro rata distribution by Temple-Inland Inc. through a spin-off on or around December 28, 2007. Update and

- (2) de minimis adjustment to option exercise price and/or option award amount to reflect the prorata distribution of shares upon spin-off by Temple-Inland Inc. on or around December 28, 2007.

- (3) Restricted Shares will vest effective 02/02/2010 and will be settled for cash based on the fair market value on the vesting date.

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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