

CASS INFORMATION SYSTEMS INC
Form 4
January 28, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHIAS ROBERT J

2. Issuer Name **and** Ticker or Trading
Symbol

**CASS INFORMATION SYSTEMS
INC [CASS]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**12444 POWERSCOURT
DRIVE, SUITE 500**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President, Cass Bank

ST. LOUIS, MO 63131

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/25/2014		F		265	D \$ 60.98	12,796 ⁽²⁾ D
Common Stock	01/28/2014		A		1,221 ⁽³⁾	A \$ 0	14,017 ⁽²⁾ D

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

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(9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 29.95							01/26/2012 ⁽¹⁾	01/24/2021	Common Stock	8,300
Stock Appreciation Rights	\$ 33.56							01/25/2013 ⁽¹⁾	01/23/2022	Common Stock	8,300
Stock Appreciation Rights	\$ 42.14							01/23/2014 ⁽¹⁾	01/21/2023	Common Stock	8,300
Stock Appreciation Rights	\$ 61.64	01/28/2014		A		4,217		01/29/2015 ⁽¹⁾	01/27/2024	Common Stock	4,217

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MATHIAS ROBERT J 12444 POWERSCOURT DRIVE SUITE 500 ST. LOUIS, MO 63131	President, Cass Bank

Signatures

/s/ Robert J. Mathias 01/28/2014

__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) Over a three year vesting period, SARs become exercisable in one-third increments on the anniversary date of the grant.

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(2) Includes restricted stock bonus shares, subject to vesting and forfeiture.

(3) Restricted stock bonus award; over 3 year vesting period, restrictions expire in one-third increments on the anniversary date of the award.

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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