

CASS INFORMATION SYSTEMS INC

Form 4

January 28, 2014

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 *
PICKERING JOHN F

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)

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

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

12444 POWERSCOURT DRIVE, SUITE 550

(Street)

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

ST. LOUIS, MO 63131

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/25/2014		F	290 D \$ 60.98	21,545 ⁽¹⁾	D	
Common Stock	01/28/2014		F	47 D \$ 65.1	21,498 ⁽¹⁾	D	
Common Stock	01/28/2014		F	50 D \$ 60.98	21,448 ⁽¹⁾	D	
Common Stock	01/28/2014		A	1,038 ⁽³⁾ A \$ 0	22,486 ⁽¹⁾	D	
Common Stock					20,167	I	Held in spousal

trust

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

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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 (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)
Stock Appreciation Rights	\$ 24.93					01/27/2011 ⁽²⁾ 01/25/2020	Common Stock 2,4
Stock Appreciation Rights	\$ 29.95					01/26/2012 ⁽²⁾ 01/24/2021	Common Stock 7,3
Stock Appreciation Rights	\$ 33.56					01/25/2013 ⁽²⁾ 01/23/2022	Common Stock 7,3
Stock Appreciation Rights	\$ 42.14					01/23/2014 ⁽²⁾ 01/21/2023	Common Stock 6,8
Stock Appreciation Rights	\$ 61.64	01/28/2014		A	3,587	01/29/2015 ⁽²⁾ 01/27/2024	Common Stock 3,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICKERING JOHN F 12444 POWERSCOURT DRIVE SUITE 550			COO Transportation	

ST. LOUIS, MO 63131

Signatures

/s/ John F.
Pickering

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) Includes restricted stock bonus shares, subject to vesting and forfeiture.
- (2) Over a three-year vesting period, SARs become exercisable in one-third increments on the anniversary date of the grant.
- (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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