

COLLETT LAWRENCE A
Form 5
January 02, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COLLETT LAWRENCE A

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

13001 HOLLENBERG DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRIDGETON, MO 63044

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock ⁽¹⁾				(A) Amount			
				or (D) Price			
Common Stock							
	12/10/2008		G	7,000 D \$0	17,926 184,099	D D	

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

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SEC 2270 (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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.09	Â	Â	Â	Â Â	01/02/2010 ⁽²⁾ 01/02/2010	Common Stock 7,3
Employee Stock Option (right to buy)	\$ 12.23	Â	Â	Â	Â Â	01/02/2011 ⁽²⁾ 01/02/2011	Common Stock 4,2
Employee Stock Option (right to buy)	\$ 14.75	Â	Â	Â	Â Â	01/02/2012 ⁽²⁾ 01/02/2012	Common Stock 4,0
Employee Stock Option (right to buy)	\$ 20.67	Â	Â	Â	Â Â	01/02/2013 ⁽²⁾ 01/02/2013	Common Stock 13,
Stock Appreciation Rights	\$ 28.41	Â	Â	Â	Â Â	01/22/2009 ⁽³⁾ 01/22/2018	Common Stock 29,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLLETT LAWRENCE A 13001 HOLLENBERG DRIVE BRIDGETON, MO 63044	Â X	Â	Â	Â

Signatures

/s/ Lawrence A. Collett 01/02/2009

**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) Restricted stock bonus shares.

(2) Exercisable date may be accelerated based on attainment of certain financial performance criteria.

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

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

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