

CASS INFORMATION SYSTEMS INC

Form 4

August 31, 2016

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 *
Campbell Mark

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 550
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Transportation

ST. LOUIS, MO 63131

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

(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 | 08/31/2016 | | M | 1,129 A \$ 33.56 | 12,307 ⁽¹⁾ | D | |
| Common Stock | 08/31/2016 | | D | 664 D \$ 57.11 | 11,643 ⁽¹⁾ | D | |
| Common Stock | 08/31/2016 | | F | 192 D \$ 57.11 | 11,451 ⁽¹⁾ | D | |
| Common Stock | 08/31/2016 | | M | 2,052 A \$ 42.14 | 13,503 ⁽¹⁾ | D | |
| Common Stock | 08/31/2016 | | D | 1,515 D \$ 57.11 | 11,988 ⁽¹⁾ | D | |

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Common Stock 08/31/2016 F 222 D \$ 57.11 11,766 ⁽¹⁾ D

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 33.56 | 08/31/2016 | | M | 1,129 | 01/25/2013 ⁽²⁾ 01/23/2022 | Common Stock 1, |
| Stock Appreciation Rights | \$ 42.14 | 08/31/2016 | | M | 2,052 | 01/23/2014 ⁽²⁾ 01/21/2023 | Common Stock 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Campbell Mark 12444 POWERSCOURT DRIVE SUITE 550 ST. LOUIS, MO 63131 | | | President, Transportation | |

Signatures

/s/ Mark A. Campbell 08/31/2016

**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.

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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