

CASS INFORMATION SYSTEMS INC  
 Form 4  
 January 24, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**MURRAY HARRY M**

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)  
**13001 HOLLENBERG DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/22/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP**

**BRIDGETON, MO 63044**  
 (City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A)   | 29,625 <sup>(3)</sup>   | D  |   |
| Common Stock <sup>(1)</sup>     |                                      |  |                                | (A)   | 4,899 <sup>(4)</sup>  | D  |   |
| Common Stock <sup>(1)</sup>     | 01/22/2008                           |  | A                              | 2,806 A   | \$ 0 7,705  | D  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

SEC 1474 (9-02)

number.

**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 |
| Employee Stock Option (right to buy)       | \$ 9.998<br><u>(5)</u>                                 |                                      |  |                                |   | 01/02/2010 <sup>(2)</sup>                                | 01/02/2010  | Common Stock | 4                   |
| Employee Stock Option (right to buy)       | \$ 14.509<br><u>(5)</u>                                |                                      |  |                                |   | 01/02/2011 <sup>(2)</sup>                                | 01/02/2011  | Common Stock | 1                   |
| Employee Stock Option (right to buy)       | \$ 14.445<br><u>(5)</u>                                |                                      |  |                                |   | 01/02/2012 <sup>(2)</sup>                                | 01/02/2012  | Common Stock | 1                   |
| Employee Stock Option (right to buy)       | \$ 20.666<br><u>(5)</u>                                |                                      |  |                                |   | 01/02/2013 <sup>(2)</sup>                                | 01/02/2013  | Common Stock | 1                   |
| Stock Appreciation Rights                  | \$ 28.41   | 01/22/2008                           |  | A                              | 10,421  | 01/22/2009 <sup>(6)</sup>                                | 01/22/2018  | Common Stock | 10                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MURRAY HARRY M<br>13001 HOLLENBERG DRIVE<br>BRIDGETON, MO 63044 |               |           | EVP     |       |

## Signatures

/s/ Harry M. Murray  
01/24/2008

\*\*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 award; over a three-year vesting period, restrictions expire in one-third increments on the anniversary date of the award.
- (2) Exercise date may be accelerated based on attainment of certain criteria.
- (3) In December 2007, Cass Information Systems, Inc. declared a 10% stock dividend, resulting in the reporting person's acquisition of 2,702 additional shares of common stock.
- (4) In December 2007, Cass Information Systems, Inc. declared a 10% stock dividend, resulting in the reporting person's acquisition of 445 additional shares of common stock.
- (5) Adjusted for 10% stock dividend declared by Cass Information Systems, Inc. in December 2007.
- (6) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.