

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MATHIAS ROBERT J</u>  (Last) (First) (Middle) 12412 POWERSCOURT DRIVE SUITE 175  (Street) ST. LOUIS MO 63131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CASS INFORMATION SYSTEMS INC [ CASS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Cass Bank</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/20/2013		M		4,658	A	\$21.3	15,587 <sup>(2)</sup>	D	
Common Stock	05/20/2013		D		2,209	D	\$44.92	13,378 <sup>(2)</sup>	D	
Common Stock	05/20/2013		F		816	D	\$44.92	12,562 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Rights	\$21.3	05/20/2013		M			4,658	01/21/2010 <sup>(1)</sup>	01/19/2019	Common Stock	4,658	\$0	0	D	
Stock Appreciation Rights	\$24.93							01/27/2011 <sup>(1)</sup>	01/25/2020	Common Stock	2,899		2,899	D	
Stock Appreciation Rights	\$29.95							01/26/2012 <sup>(1)</sup>	01/24/2021	Common Stock	8,823		8,823	D	
Stock Appreciation Rights	\$33.56							01/25/2013 <sup>(1)</sup>	01/23/2022	Common Stock	8,976		8,976	D	
Stock Appreciation Rights	\$42.14							01/23/2014 <sup>(1)</sup>	01/21/2023	Common Stock	8,241		8,241	D	

**Explanation of Responses:**

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

/s/ Robert J. Mathias

05/22/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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 Number.