SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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
Estimated average burden

0.5

hours per response:

1. Name and Addres	es of Reporting Perso <u> GARY B</u>	n	2. Issuer Name and Ticker or Trading Symbol <u>CASS INFORMATION SYSTEMS INC</u> [CASS]		tionship of Reporting Perso all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) (Middle) 13001 HOLLENBERG DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2012		President - Exp Mgn	,	
(Street) BRIDGETON	МО	63044	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable 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)	y Date, Transac Code (II		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(mou. 4)
Common Stock	12/10/2012		S		716	D	\$42.7	18,873(2)	D	
Common Stock	12/11/2012		S		1,084	D	\$42.84	17,789(2)	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. Transa Code (8)		n of		6. Date Exerci: Expiration Dat (Month/Day/Ye	e	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	Amount or Number of Shares				
Stock Appreciation Rights	\$21.3							01/21/2010 ⁽¹⁾	01/19/2019	Common Stock	12,810		12,810	D	
Stock Appreciation Rights	\$24.93							01/27/2011 ⁽¹⁾	01/25/2020	Common Stock	2,424		2,424	D	
Stock Appreciation Rights	\$29.95							01/26/2012 ⁽¹⁾	01/24/2021	Common Stock	7,439		7,439	D	
Stock Appreciation Rights	\$33.56							01/25/2013 ⁽¹⁾	01/23/2022	Common Stock	7,480		7,480	D	

Explanation of Responses:

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

2. Includes restricted stock subject to vesting and forfeiture.

Remarks:

NOTE: ALL SHARES AND SHARE PRICES HAVE BEEN ADJUSTED FOR THE 10% STOCK DIVIDEND PAID BY THE COMPANY ON 12/15/2012.

<u>/s/ Gary B. Langfitt</u>

12/11/2012

** 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.