

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <u>MATHIAS ROBERT J</u> (Last) (First) (Middle) <u>13001 HOLLENBERG DRIVE</u> (Street) <u>BRIDGETON MO 63044</u> (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>01/20/2012</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/20/2012		F		418 ⁽³⁾	D	\$36.67	6,007 ⁽²⁾	D	
Common Stock	01/24/2012		A		2,091	A	\$0	8,098	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	\$23.43							01/21/2010 ⁽¹⁾	01/19/2019	Common Stock	14,235	14,235	D		
Stock Appreciation Rights	\$27.42							01/27/2011 ⁽¹⁾	01/25/2020	Common Stock	2,636	2,636	D		
Stock Appreciation Rights	\$32.95							01/26/2012 ⁽¹⁾	01/24/2021	Common Stock	8,021	8,021	D		
Stock Appreciation Rights	\$36.92	01/24/2012		A		8,160		01/25/2013	01/23/2022	Common Stock	8,160	\$0	8,160	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.
- Restricted stock bonus award; over 3 year vesting period, restrictions expire in one-third increments on the anniversary date of the award.

Remarks:

Amounts restated to reflect 10% stock dividend paid by the Company December 2011.

/s/ Robert J. Mathias

01/26/2012

** 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.

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