SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Appelbaum P Stephen (Last) (First) (Middle) 13001 HOLLENBERG DRIVE (Street) BRIDGETON MO 63044 (City) (State) (Zip)	CASS INFORMATION SYSTEMS INC [CASS] 3. Date of Earliest Transaction (Month/Day/Year) 01/22/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director ☐ 10% Owner ☐ X Officer (give title below) ☐ Other (specify below) CFO 6. Individual or Joint/Group Filing (Check Applicable Line) X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/22/2013		A		1,594[3]	A	$0	18,190[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. 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	Amount or Number of Shares				
Stock Appreciation Rights	$23.48							01/23/2009[1]	01/21/2018	Common Stock	9,458		9,458	D	
Stock Appreciation Rights	$21.3							01/21/2010[1]	01/19/2019	Common Stock	12,468		12,468	D	
Stock Appreciation Rights	$24.93							01/27/2011[1]	01/25/2020	Common Stock	2,318		2,318	D	
Stock Appreciation Rights	$29.95							01/26/2012[1]	01/24/2021	Common Stock	6,893		6,893	D	
Stock Appreciation Rights	$33.56							01/25/2013[1]	01/23/2022	Common Stock	6,889		6,889	D	
Stock Appreciation Rights	$42.14	01/22/2013		A		6,283		01/22/2014[1]	01/21/2023	Common Stock	6,283	$0	6,283	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 bonus shares, subject to vesting and forfeiture.

3. 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 in December 2012.

/s/ P. Stephen Appelbaum	01/24/2013
** 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.