

KANSAS CITY LIFE INSURANCE CO
 Form 4
 February 21, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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).

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 *
BIXBY WALTER E

2. Issuer Name and Ticker or Trading Symbol
KANSAS CITY LIFE INSURANCE CO [KCLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & Vice Chair of the Bd

C/O KANSAS CITY LIFE INSURANCE CO, 3520 BROADWAY

(Street)

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

KANSAS CITY, MO 64111

(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)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$1.25 par value					597,446	I	See (1) (2)
Common Stock, \$1.25 par value					504	I	Employee Stock Plan
Common Stock,					20,751	I	By 401(k) Plan

\$1.25 par value

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Option	\$ 31.7					01/01/2015	01/01/2015	Common Stock	17,370
Phantom Stock Option	\$ 37.86					01/01/2016	01/01/2016	Common Stock	27,053
Phantom Stock Option	\$ 48.06	01/27/2014		A	23,017	01/01/2017	01/01/2017	Common Stock	23,017

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BIXBY WALTER E
C/O KANSAS CITY LIFE INSURANCE CO
3520 BROADWAY
KANSAS CITY, MO 64111

X

Exec VP & Vice Chair of the Bd

Signatures

/s/A. Craig Mason, Jr., Attorney in Fact for Walter E. Bixby

02/20/2014

__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) Mr. Bixby is a general partner of WEB Interests, Ltd, a Texas partnership (the "Partnership") and, in that capacity, shares with the other general partners of the Partnership the power to dispose of all of the 2,358,340 shares of Common Stock owned by the Partnership. The shares reported include 597,446 shares of Common Stock owned by the Partnership, which consist of: (a) 4,770 shares attributable to the general partner interest of the Partnership held by Mr. Bixby individually, and (b) 592,676 shares attributable to the limited partner interests of the Partnership held by the WEB III Trusts, for which Mr. Bixby serves as the sole trustee. Mr. Bixby disclaims beneficial ownership of the shares of Common Stock owned by the Partnership except to the extent of his pecuniary interest therein.

(2) The shares reported do not include 395,785 shares of Common Stock owned by the Walter E. Bixby Descendents Trust, for which Mr. Bixby serves as a co-trustee. Mr. Bixby disclaims beneficial ownership of these shares as he has no pecuniary interest in them (and they may not be referenced in future Section 16 filings for Mr. Bixby). The shares reported also do not include 27,715 shares of Common Stock held by Mr. Bixby as custodian for persons who are not members of his "immediate family" under Rule 16a-1. Mr. Bixby disclaims beneficial ownership of these shares as he has no pecuniary interest in them (and they may not be referenced in future Section 16 filings for Mr. Bixby).

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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