

CASS INFORMATION SYSTEMS INC
 Form 4
 January 28, 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 *
 BRUNNGRABER ERIC H

2. Issuer Name and Ticker or Trading Symbol
 CASS INFORMATION SYSTEMS INC [CASS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 12444 POWERSCOURT DRIVE, SUITE 550
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO

ST. LOUIS, MO 63131

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

(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) | Price | | |
| Common Stock | 01/25/2014 | | F | 881 | D \$ 60.98 | 54,021 ⁽²⁾ | D |
| Common Stock | 01/28/2014 | | F | 250 | D \$ 65.1 | 53,771 ⁽²⁾ | D |
| Common Stock | 01/28/2014 | | F | 260 | D \$ 60.98 | 53,511 ⁽²⁾ | D |
| Common Stock | 01/28/2014 | | A | 3,149 ⁽³⁾ | A \$ 0 | 56,660 ⁽²⁾ | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Rights | \$ 23.48 | | | | | 01/23/2009 ⁽¹⁾ 01/21/2018 | Common Stock 4 |
| Stock Appreciation Rights | \$ 24.93 | | | | | 01/27/2011 ⁽¹⁾ 01/25/2020 | Common Stock 6 |
| Stock Appreciation Rights | \$ 29.95 | | | | | 01/26/2012 ⁽¹⁾ 01/24/2021 | Common Stock 20 |
| Stock Appreciation Rights | \$ 33.56 | | | | | 01/25/2013 ⁽¹⁾ 01/23/2022 | Common Stock 20 |
| Stock Appreciation Rights | \$ 42.14 | | | | | 01/23/2014 ⁽¹⁾ 01/21/2023 | Common Stock 20 |
| Stock Appreciation Rights | \$ 61.64 | 01/28/2014 | | A | 10,880 | 01/29/2015 ⁽¹⁾ 01/27/2024 | Common Stock 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUNNGRABER ERIC H 12444 POWERSCOURT DRIVE SUITE 550 ST. LOUIS, MO 63131 | X | | President, CEO | |

Signatures

/s/ Eric H.

Brunngraber

01/28/2014

__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) 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.

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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