

DST SYSTEMS INC
Form 4
March 17, 2016

FORM 4

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

OMB APPROVAL

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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 *
GIVENS GREGG WM

(Last) (First) (Middle)
333 WEST 11TH STREET
(Street)

KANSAS CITY, MO 64105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Sr VP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock					645 ⁽¹⁾	I	ESOP
Common Stock	03/15/2016		A	47 ⁽²⁾	A \$ 0	78,699	D
Common Stock	03/15/2016		F	14 ⁽³⁾	D \$ 0	78,685	D
Common Stock	03/16/2016		S	2,000 ⁽⁴⁾	D \$ 106.457	76,685	D
Common Stock	03/16/2016		S	2,286 ⁽⁵⁾	D \$ 107.2011	74,399	D

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIVENS GREGG WM 333 WEST 11TH STREET KANSAS CITY, MO 64105			Sr VP, CFO & Treasurer	

Signatures

Randall D. Young for Gregg Wm. Givens by power of attorney

03/17/2016

__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) Shares are allocated to the Reporting Persons account in The Employee Stock Ownership Plan of Issuer. The acquisition is exempt pursuant to Rule 16b-3(c).

The acquisition is of vested and unvested restricted stock units (RSUs) and Performance Stock Units (PSUs) received automatically on March 15, 2016 as dividend equivalents pursuant to the terms and conditions of the award agreements (Dividend RSUs). The Dividend

(2) RSUs were granted in connection with RSUs granted February 21, 2013, February 25, 2014, July 29, 2014, February 23, 2015 and February 26, 2016, and the Dividend RSUs previously received in connection therewith; and the Dividend RSUs granted in connection with PSUs granted February 21, 2013 and dividend equivalents from the time of the PSU award until certification.

(3) The Compensation Committee of the Issuers Board of Directors allows the withholding of shares (Tax Withholding Transactions) to satisfy the Reporting Persons income tax obligation from Dividend Equivalents (DEs). The Committee pre-approves, at the time of grant,

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the Tax Withholding Transactions. The Reporting Person holds RSUs, PSUs and DEs reported in other Section 16 filings. This form reports the number of shares retained in the March 15, 2016 dividend payout for the Tax Withholding Transactions.

- (4) IMPORTANT NOTE: This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 15, 2015 and was executed in multiple trades at prices ranging from \$105.76 to \$106.75. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (5) IMPORTANT NOTE: This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 15, 2015 and was executed in multiple trades at prices ranging from \$106.77 to \$107.70. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.