

DST SYSTEMS INC
Form 4
February 27, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOWLE STEVEN J

(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)
02/25/2014

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)

President & CEO of Subsidiary

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)
Common Stock					844 ⁽¹⁾	I	401(k)
Common Stock					1,140 ⁽²⁾	I	Deferred Compensation
Common Stock	02/25/2014		A	5,850 ⁽³⁾	A \$ 0 45,519	D	
Common Stock	02/25/2014		A	359 ⁽⁴⁾	A \$ 0 45,878	D	
Common Stock	02/25/2014		A	4,200 ⁽⁵⁾	A \$ 0 50,078	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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(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 Beneficially Owned Following Report Transaction (Instr. 6)
				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

TOWLE STEVEN J
333 WEST 11TH STREET
KANSAS CITY, MO 64105

President & CEO of Subsidiary

Signatures

Randall D. Young for Steven J. Towle by power of
attorney

02/27/2014

__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) Shares are allocated to the Reporting Persons account in the 401(k) Profit Sharing Plan of Issuer. The acquisition is exempt pursuant to Rule 16b-3(c),

(2) Held through the deferred compensation plan of Boston Financial Services, Inc., owned 50% by the Issuer and the prior employer of Reporting Person.

This transaction is in connection with the certification by the Compensation Committee of the Issuers Board of Directors of the achievement of a goal level for performance based restricted stock units (Performance RSUs) granted on February 23, 2010 by the Committee. The number shown is the number of shares that will vest as of the March 14, 2014 vesting date.

(4)

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This transaction is in connection with the certification by the Compensation Committee of the Issuers Board of Directors of the achievement of goals for performance based restricted stock units received automatically as dividend equivalents (DE RSUs) pursuant to the terms and conditions of award agreements that govern the Performance RSUs reported as acquisitions on and described in note (3) to this Form. The grant dates of such Performance RSUs are provided in note (3). The number shown is the aggregate number of shares that will vest as of the March 14, 2014 vesting date.

- (5) This is the number of time-based RSUs granted by the Compensation Committee of the Issuers Board of Directors. The RSUs will vest in three approximate equal installments, respectively, on the second Friday in March of each of 2015, 2016 and 2017, subject to forfeiture for termination of employment and to accelerated vesting for certain special events as provided in the award agreement.

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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