

CASS INFORMATION SYSTEMS INC  
 Form 4  
 July 22, 2013

**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 \*  
**MATHIAS ROBERT J**

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)  
**12412 POWERSCOURT DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/18/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Cass Bank

**ST. LOUIS, MO 63131**

(City) (State) (Zip)

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

**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	07/18/2013		M	V	2,899 \$ 24.93	A	9,663 (2) D
Common Stock	07/18/2013		D		1,304 \$ 55.45	D	8,359 (2) D
Common Stock	07/18/2013		F		531 \$ 55.45	D	7,828 (2) D

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

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number.

**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)
Stock Appreciation Rights	\$ 30.52	07/18/2013		M	2,899	01/26/2011 <sup>(1)</sup> 01/26/2020	Common Stock 2,899
Stock Appreciation Rights	\$ 29.95					01/26/2012 <sup>(1)</sup> 01/24/2021	Common Stock 8,333
Stock Appreciation Rights	\$ 33.56					01/25/2013 <sup>(1)</sup> 01/23/2022	Common Stock 8,333
Stock Appreciation Rights	\$ 42.14					01/23/2014 <sup>(1)</sup> 01/21/2023	Common Stock 8,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIAS ROBERT J 12412 POWERSCOURT DRIVE ST. LOUIS, MO 63131			President, Cass Bank	

## Signatures

/s/ Robert J. Mathias 07/22/2013

\*\*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.

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.