

KANSAS CITY LIFE INSURANCE CO
 Form 5
 February 17, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 VOGEL LEE M

(Last) (First) (Middle)

C/O KANSAS CITY LIFE INSURANCE CO, 3520 BROADWAY

(Street)

KANSAS CITY, MO 64111

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, \$1.25 par value | 12/31/2008 | ^ | J ⁽¹⁾⁽²⁾ | 37,337 A | \$ ⁽¹⁾ / ₍₂₎ 1,300 ⁽⁶⁾ | D | ^ |
| Common Stock, \$1.25 par | 12/31/2008 | ^ | J ⁽¹⁾⁽²⁾ | 33,869 D | \$ ⁽¹⁾ / ₍₂₎ 1,018,535 | I | See Footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VOGEL LEE M
C/O KANSAS CITY LIFE INSURANCE CO
3520 BROADWAY
KANSAS CTIY, MO 64111

Â Â X Â Â

Signatures

Lee M. Vogel, signed by William A Schalekamp as power of attorney

02/10/2009

__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) Effective on December 31, 2008, pursuant to the mandatory provisions of the agreement of JRB Interests, Ltd. (the "Partnership"), (a) an indirect pecuniary interest in 33,180 shares of common stock, \$1.25 par value of the Kansas City Life Insurance Company ("Common Stock"), owned by the Partnership was transferred from Lee M. Vogel in his capacity as a co-trustee of the Issue Trust for Lee M. Vogel (the "Vogel Trust"), a Class C limited partner, to the Class B limited partners,
- (2) (cont. of footnote 1) (b) an indirect pecuniary interest in 10 shares of Common Stock owned by the Partnership were transferred from Mr. Vogel, as an individual general partner, to the Class B limited partners; (c) an indirect pecuniary interest in 679 shares of Common Stock owned by the Partnership was transferred from Mr. Vogel in his capacity as co-trustee of the Vogel Trust, a general partner, to the Class B limited partners and (d) an indirect pecuniary interest in 37,337 shares of Common Stock owned by the Partnership was transferred to Mr. Vogel, as a Class B limited partner in his capacity as a co-trustee of the Vogel Trust, from the other non-Class B limited partners and

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general partners;

As a general partner of the Partnership, Mr. Vogel shares with the other general partners of the Partnership the power to dispose of all of the 2,966,312 shares of Common Stock owned by the Partnership, but disclaims beneficial interest in all but 1,012,737 shares owned by

- (3) the Partnership as he only has a pecuniary interest in such shares. These shares include: (a) 1,012,523 shares for which Mr. Vogel, in his capacity as a beneficiary of the Vogel Trust (a general and limited partner of the Partnership), has an indirect pecuniary interest, (b) 214 shares for which Mr. Vogel as an individual general partner of the Partnership has an indirect pecuniary interest;
- (4) 5,798 shares beneficially owned by Mr. Vogel, as sole trustee of the Lee M. Vogel Revocable Trust dated as of March 15, 2005, in which he has the sole power to dispose and a pecuniary interest; and
- (5) 1,300 shares of Common Stock Mr. Vogel shares with Ms. Margie Morris Bixby, as joint tenants with right of survivorship, in which he has the power to dispose and a pecuniary interest.

As reported on a Schedule 13D filed by the Bixby family group with the Securities and Exchange Commission on November 2, 2004, Mr.

- (6) Vogel has the sole voting power for 7,197,285 shares of Common Stock including the shares described herein. Pursuant to a Voting Agreement dated October 31, 2004. Mr. Vogel disclaims beneficial ownership in 6,177,450 of the shares subject the Voting Agreement as he has no pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.