

HUDSON NANCY BIXBY
Form 5
February 17, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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 *
HUDSON NANCY BIXBY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O KANSAS CITY LIFE INSURANCE CO, 3520 BROADWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

KANSAS CITY, MO 64111

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 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)
				(A) or (D) Price			
Common Stock, \$1.25 par value	12/31/2008	^	J ⁽¹⁾⁽²⁾	64,630 A	\$ ⁽¹⁾ ₍₂₎ 0	I	See Footnote ⁽⁵⁾
Common Stock, \$1.25 par	12/31/2008	^	J ⁽¹⁾⁽²⁾	67,728 D	\$ ⁽¹⁾ ₍₂₎ 2,277,235	I	See Footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾

value

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

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SEC 2270
(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

HUDSON NANCY BIXBY
C/O KANSAS CITY LIFE INSURANCE CO
3520 BROADWAY
KANSAS CITY, MO 64111

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Signatures

Nancy Bixby Hudson, 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).

- 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 66,361 shares of common stock, \$1.25 par value of the Kansas City Life Insurance Company ("Common Stock"), owned by the Partnership were transferred from Ms. Hudson in her capacity as a co-trustee of the GST Nancy Bixby Hudson Trust and the Issue Trust for Nancy Bixby Hudson (collectively, the "NBH Trusts"), each 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 Ms. Hudson, as an individual general partner, to the Class B limited partners; (c) an indirect pecuniary interest in 1,357 shares of Common Stock owned by the Partnership were transferred from Ms. Hudson in her capacity as co-trustee of the NBH Trusts, each a general partner, to the Class B limited partners and (d) an indirect pecuniary interest in 64,630 shares of Common Stock owned by the Partnership

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were transferred to Ms. Hudson, as a Class B limited partner in her capacity as a co-trustee of each of the NBH Trusts, from the other non-Class B limited partners and the general partners;

- (3) As a general partner of the Partnership, Ms. Hudson 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 1,945,667 shares owned by the Partnership, as she only has a pecuniary interest in such shares. These shares include: (a) 1,945,453 shares for which Ms. Hudson, as a beneficiary of the NBH Trusts (each general and limited partners of the Partnership), has an indirect pecuniary interest, and (b) 214 shares for which Ms. Hudson as an individual general partner of the Partnership has an indirect pecuniary interest;

- (4) Ms. Hudson, in her capacity as trustee and a beneficiary of the Nancy Bixby Hudson Trust dated December 11, 1997, a Missouri trust (the "1997 Trust"), has the sole power to dispose of and a pecuniary interest in 331,568 shares of Common Stock owned by the 1997 Trust ; and

- (5) As reported on a Schedule 13D filed by the Bixby family group with the Securities and Exchange Commission on November 2, 2004, the sole voting power for all the shares described herein is held by Mr. Lee M. Vogel pursuant to a Voting Agreement dated October 31, 2004.

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.