

KANSAS CITY LIFE INSURANCE CO
 Form 5
 February 16, 2010

FORM 5

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).
 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 *
BIXBY ROBERT PHILIP

(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)
12/31/2009

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)
 Pres., CEO & Chairman of Board

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock \$1.25 par value | 12/31/2009 | ^ | G | 2,574 D | \$ ⁽¹⁾ / ₍₂₎ 331,195 | D | ^ |
| Common Stock \$1.25 par | 12/31/2009 | ^ | J ⁽¹⁾⁽²⁾ | 14,239 A | \$ ⁽¹⁾ / ₍₂₎ 0 | I | See footnote |

value

| | | | | | | | | | |
|----------------------------------|------------|---|---------------------|--------|---|---------------------------------|-----------|---|--|
| Common Stock \$1.25 par value | 12/31/2009 | Â | J ⁽¹⁾⁽²⁾ | 42,708 | D | \$ ⁽¹⁾ <u>(2)</u> | 2,393.536 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
|----------------------------------|------------|---|---------------------|--------|---|---------------------------------|-----------|---|--|

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title |
| Deferred Compensation Obligations | Â | 12/31/2009 | Â | A | 54,477.7252 | Â Â <u>(8)</u> Â <u>(9)</u> | Common Stock \$1.25 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIXBY ROBERT PHILIP C/O KANSAS CITY LIFE INSURANCE CO 3520 BROADWAY KANSAS CITY, MO 64111 | Â X | Â X | Â Pres., CEO & Chairman of Board | Â |

Signatures

Robert Philip Bixby, signed by William A. Schalekamp as power of attorney 02/16/2010

 **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, 2009, pursuant to the mandatory provisions of the agreement of WEB Interests, Ltd., a Texas partnership (the "Partnership"), (a) an indirect pecuniary interest in 42,704 shares of common stock, \$1.25 par value of Kansas City Life Insurance Company ("Common Stock"), owned by the Partnership was transferred from Mr. Bixby in his capacity as a co-trustee of the Walter E. Bixby, Jr. Revocable Trust dated July 28, 1999, as amended ("WEB Trust"), a Class A limited partner, a Class C limited partner and a general partner of the Partnership, to the Class B limited partners; (b) an indirect pecuniary interest in 4 shares of Common Stock owned by the Partnership was transferred from Mr. Bixby, as a general partner in his individual capacity, to certain other partners;

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- (cont. of footnote 1) (c) an indirect pecuniary interest in 14,239 shares was transferred to Mr. Bixby in his capacity as the sole trustee of
- (2) each of the GST Robert Philip Bixby Trust and the Issue Trust for Robert Philip Bixby (collectively, the "RPB Trusts"), each as Class B limited partners from certain other partners.

- As a general partner of the Partnership, Mr. Bixby shares with the WEB Trust (a general partner of the Partnership) and the other trustees of the WEB Trust (each of whom is also a general partner of the Partnership) the power to dispose of all of the 2,358,340 shares of Common Stock owned by the Partnership. Mr. Bixby disclaims beneficial ownership in all but 1,997,751 shares owned by the Partnership
- (3) as he has a pecuniary interest in such shares. These shares include: (a) 1,817,456 shares for which Mr. Bixby as a limited partner and a general partner of the Partnership, in his capacity as a co-trustee of the WEB Trust, has an indirect pecuniary interest, (b) 186 shares for which Mr. Bixby as an individual general partner of the Partnership has an indirect pecuniary interest and (c) 180,109 shares for which Mr. Bixby as a limited partner, in his capacity as the sole trustee of each of the RPB Trusts, has an indirect pecuniary interest.
- (4) As co-trustee of the Walter E. Bixby Descendants Trust, Mr. Bixby shares the power to dispose of 395,785 shares of Common Stock owned by this trust, but he disclaims beneficial ownership of these shares as he has no pecuniary interest in these shares.
- (5) These shares do not include shares owned in any of the Kansas City Life Insurance Company's benefit plans.

- As reported on a Schedule 13D filed by the Bixby family group with the Securities and Exchange Commission on November 2, 2004, the
- (6) 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.

- (7) Conversion price 1-for-1.
- (8) Payable per election and terms of Kansas City Life Deferred Compensation Plan.
- (9) Mr. Bixby has no right to vote or dispose of the underlying shares but they serve as an index to value the deferred compensation obligation.

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.