

MATHIAS ROBERT J

Form 4

January 30, 2012

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 *
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)

13001 HOLLENBERG DRIVE

(Street)

BRIDGETON, MO 63044

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2012

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

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

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 Ownership (Instr. 4)	
Common Stock	01/25/2012		F	269	D	\$ 37.34	7,829 ⁽²⁾	D
Common Stock	01/26/2012		F	97	D	\$ 38.18	7,732	D

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights	\$ 23.43					01/21/2010 ⁽¹⁾ 01/19/2019	Common Stock 14,235
Stock Appreciation Rights	\$ 27.42					01/27/2011 ⁽¹⁾ 01/25/2020	Common Stock 2,636
Stock Appreciation Rights	\$ 32.95					01/26/2012 ⁽¹⁾ 01/24/2021	Common Stock 8,021
Stock Appreciation Rights	\$ 36.92					01/25/2013 01/23/2022	Common Stock 8,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIAS ROBERT J 13001 HOLLENBERG DRIVE BRIDGETON, MO 63044			President, Cass Bank	

Signatures

/s/ Robert J.
Mathias 01/30/2012

__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.

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(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.

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