

HERRMANN HENRY J
Form 4
January 03, 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 *
HERRMANN HENRY J

2. Issuer Name and Ticker or Trading Symbol
WADDELL & REED FINANCIAL INC [WDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6300 LAMAR AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer / Chairman of the Board

(Street)
OVERLAND PARK, KS 66202

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common	12/17/2012		G	V 123,166 D \$ 0	910,007	I	Personal Trust
Class A Common	12/17/2012		G	V 123,166 A \$ 0	154,666	I	Spouse's Trust
Class A Common	12/26/2012		G	V 115,515 D \$ 0	39,151 ⁽¹⁾	I	Spouse's Trust
Class A Common	12/26/2012		G	V 38,505 A \$ 0	38,505 ⁽²⁾	I	Child 1 Trust
Class A Common	12/26/2012		G	V 38,505 A \$ 0	38,505 ⁽²⁾	I	Child 2 Trust

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Class A Common	12/26/2012	G	V	38,505	A	\$ 0	38,505 ⁽²⁾	I	Child 3 Trust
Class A Common	12/31/2012	F		8,290	D	\$ 34.82	901,717	I	Personal Trust
Class A Common	12/31/2012	A		100,000	A	\$ 0	100,000	D	
Class A Common	12/31/2012	H ⁽³⁾	V	100,000	D	\$ 0	0	D	
Class A Common	12/31/2012	G	V	100,000	A	\$ 0	1,001,717 ⁽⁴⁾	I	Personal Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERRMANN HENRY J 6300 LAMAR AVENUE OVERLAND PARK, KS 66202	X		Chief Executive Officer	Chairman of the Board

Signatures

Henry J. Herrmann 01/03/2013

__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) These shares are held in trust for the benefit of Mrs. Herrmann, who is the sole trustee of this trust.
- (2) These shares are held in trust for the benefit of Mr. Herrmann's child and that child's descendents; Mr. Herrmann is the sole trustee of this trust.
- (3) Transfer of shares for estate planning purposes.
- (4) These shares are held in trust for the benefit of Mr. Herrmann, who is the sole trustee of this trust.

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.