

DST SYSTEMS INC
Form 4
February 27, 2014

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 *
TOWLE STEVEN J

(Last) (First) (Middle)

333 WEST 11TH STREET

(Street)

KANSAS CITY, MO 64105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DST SYSTEMS INC [DST]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2014

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)
President & CEO of Subsidiary

6. Individual or Joint/Group Filing(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 844 ⁽¹⁾ | I | 401(k) |
| Common Stock | | | | | 1,140 ⁽²⁾ | I | Deferred Compensation |
| Common Stock | 02/25/2014 | | A | 5,850 ⁽³⁾ | A \$ 0 45,519 | D | |
| Common Stock | 02/25/2014 | | A | 359 ⁽⁴⁾ | A \$ 0 45,878 | D | |
| Common Stock | 02/25/2014 | | A | 4,200 ⁽⁵⁾ | A \$ 0 50,078 | D | |

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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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(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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| TOWLE STEVEN J 333 WEST 11TH STREET KANSAS CITY, MO 64105 | | | President & CEO of Subsidiary | |

Signatures

Randall D. Young for Steven J. Towle by power of attorney 02/27/2014

__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) Shares are allocated to the Reporting Persons account in the 401(k) Profit Sharing Plan of Issuer. The acquisition is exempt pursuant to Rule 16b-3(c),
- (2) Held through the deferred compensation plan of Boston Financial Services, Inc., owned 50% by the Issuer and the prior employer of Reporting Person.
- (3) This transaction is in connection with the certification by the Compensation Committee of the Issuers Board of Directors of the achievement of a goal level for performance based restricted stock units (Performance RSUs) granted on February 23, 2010 by the Committee. The number shown is the number of shares that will vest as of the March 14, 2014 vesting date.
- (4)

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This transaction is in connection with the certification by the Compensation Committee of the Issuers Board of Directors of the achievement of goals for performance based restricted stock units received automatically as dividend equivalents (DE RSUs) pursuant to the terms and conditions of award agreements that govern the Performance RSUs reported as acquisitions on and described in note (3) to this Form. The grant dates of such Performance RSUs are provided in note (3). The number shown is the aggregate number of shares that will vest as of the March 14, 2014 vesting date.

This is the number of time-based RSUs granted by the Compensation Committee of the Issuers Board of Directors. The RSUs will vest in (5) three approximate equal installments, respectively, on the second Friday in March of each of 2015, 2016 and 2017, subject to forfeiture for termination of employment and to accelerated vesting for certain special events as provided in the award agreement.

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.