

DST SYSTEMS INC
Form 4
March 17, 2016

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)
03/15/2016

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 | | | | | 1,256.663 ⁽¹⁾ | I | Deferred Compensation |
| Common Stock | 03/15/2016 | | A | 51 ⁽²⁾ | A \$ 0 17,236 | D | |
| Common Stock | 03/15/2016 | | F | 21 ⁽³⁾ | D \$ 0 17,215 | D | |

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

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number.

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 Beneficially Owned Following Reported 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 03/17/2016

**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) Held through the deferred compensation plan of Boston Financial Services, Inc., owned 50% by the Issuer and the prior employer of Reporting Person.
The acquisition is of vested and unvested restricted stock units (RSUs) and Performance Stock Units (PSUs) received automatically on March 15, 2016 as dividend equivalents pursuant to the terms and conditions of the award agreements (Dividend RSUs). The Dividend RSUs were granted in connection with RSUs granted February 21, 2013, February 25, 2014 and February 23, 2015, and the Dividend RSUs previously received in connection therewith; and the Dividend RSUs granted in connection with PSUs granted February 21, 2013 and dividend equivalents from the time of the PSU award until certification.
- (3) The Compensation Committee of the Issuers Board of Directors allows the withholding of shares (Tax Withholding Transactions) to satisfy the Reporting Persons income tax obligation from Dividend Equivalents (DEs). The Committee pre-approves, at the time of grant, the Tax Withholding Transactions. The Reporting Person holds RSUs, PSUs and DEs reported in other Section 16 filings. This form reports the number of shares retained in the March 15, 2016 dividend payout for the Tax Withholding Transactions.

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.