

GIVENS GREGG WM
Form 4
February 25, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
GIVENS GREGG WM

(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)
02/21/2013

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)
VP & Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 645 ⁽¹⁾ | I | ESOP |
| Common Stock | | | | | 1,405 ⁽²⁾ | I | 401(k) |
| Common Stock | 02/21/2013 | | A | 1,956 ⁽³⁾ | A \$ 0 60,503 | D | |
| Common Stock | 02/21/2013 | | A | 4,800 ⁽⁴⁾ | A \$ 0 65,303 | D | |
| Common Stock | 02/21/2013 | | A | 2,920 ⁽⁵⁾ | A \$ 0 68,223 | D | |

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Common Stock 02/21/2013 A 185 ⁽⁶⁾ A \$ 0 68,408 D

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially 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 |
| GIVENS GREGG WM 333 WEST 11TH STREET KANSAS CITY, MO 64105 | | | VP & Chief Accounting Officer | |

Signatures

Randall D. Young for Gregg Wm. Givens by power of attorney

02/25/2013

__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) Shares are allocated to the Reporting Persons account in The Employee Stock Ownership Plan of Issuer. The acquisition is exempt pursuant to Rule 16b-3(c).
- (2) 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).

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- (3) This is the number of time-based RSUs granted by the Compensation Committee of the Issuers Board of Directors. The RSUs will vest in increments of 20%, 30% and 50%, respectively, on the second Friday in March of each of 2014, 2015 and 2016, subject to forfeiture for termination of employment and to accelerated vesting for certain special events as provided in the award agreement.

- (4) 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 (RSUs) granted on February 24, 2011 by the Committee. The number shown is the number of shares that will issue as of the March 8, 2013 vesting date of the RSUs.

- (5) 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 (RSUs) granted on December 1, 2011 by the Committee. The number shown is the number of shares that will issue as of the March 8, 2013 vesting date of the RSUs.

- (6) 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 other notes to this Form. The grant dates of such Performance RSUs are provided in such other notes. The number shown is the aggregate number of shares that will issue as of the March 8, 2013 vesting date of the DE RSUs.

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.