

CASS INFORMATION SYSTEMS INC

Form 4

January 24, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANGFITT GARY B

(Last) (First) (Middle)

13001 HOLLENBERG DRIVE

(Street)

BRIDGETON, MO 63044

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CASS INFORMATION SYSTEMS
INC [CASS]

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

01/22/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO Utilities

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock					6,312 ⁽³⁾		D
Common Stock ⁽¹⁾					3,401 ⁽⁴⁾		D
Common Stock ⁽¹⁾	01/22/2008		A		2,058	A \$ 0 5,459	D

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**

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.509 <u>(5)</u>							01/03/2011 ⁽²⁾	01/03/2011	Common Stock	8
Employee Stock Option (right to buy)	\$ 14.445 <u>(5)</u>							01/02/2012 ⁽²⁾	01/02/2012	Common Stock	8
Employee Stock Option (right to buy)	\$ 20.666 <u>(5)</u>							01/02/2013 ⁽²⁾	01/02/2013	Common Stock	1,
Stock Appreciation Rights	\$ 28.41	01/22/2008		A		7,642		01/22/2009 ⁽⁶⁾	01/22/2018	Common Stock	7,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANGFITT GARY B 13001 HOLLENBERG DRIVE BRIDGETON, MO 63044			COO Utilities	

Signatures

/s/ Gary B.
Langfitt

01/24/2008

**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) Restricted stock bonus award; over a three-year vesting period, restrictions expire in one-third increments on the anniversary date of the award.
- (2) Exercisable date may be accelerated based on Company performance.
- (3) In December 2007, Cass Information Systems, Inc. declared a 10% stock dividend, resulting in the reporting person's acquisition of 574 additional shares of common stock.
- (4) In December 2007, Cass Information Systems, Inc. declared a 10% stock dividend, resulting in the reporting person's acquisition of 310 additional shares of common stock.
- (5) Adjusted for 10% stock dividend declared by Cass Information Systems, Inc. in December 2007.
- (6) Over a three-year vesting period, SARs become exercisable in one-third increments on the anniversary date of the grant.

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.