

MATHIAS ROBERT J  
 Form 4  
 January 26, 2012

**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 \*  
**MATHIAS ROBERT J**

2. Issuer Name and Ticker or Trading Symbol  
**CASS INFORMATION SYSTEMS INC [CASS]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, Cass Bank

(Last) (First) (Middle)  
**13001 HOLLENBERG DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/20/2012**

**BRIDGETON, MO 63044**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/20/2012		F	418 <sup>(3)</sup> D \$ 36.67	6,007 <sup>(2)</sup>	D	
Common Stock	01/24/2012		A	2,091 A \$ 0	8,098	D	

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Appreciation Rights	\$ 23.43					01/21/2010 <sup>(1)</sup> 01/19/2019	Common Stock	14,000
Stock Appreciation Rights	\$ 27.42					01/27/2011 <sup>(1)</sup> 01/25/2020	Common Stock	2,000
Stock Appreciation Rights	\$ 32.95					01/26/2012 <sup>(1)</sup> 01/24/2021	Common Stock	8,000
Stock Appreciation Rights	\$ 36.92	01/24/2012		A	8,160	01/25/2013 01/23/2022	Common Stock	8,160

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIAS ROBERT J 13001 HOLLENBERG DRIVE BRIDGETON, MO 63044			President, Cass Bank	

## Signatures

/s/ Robert J. Mathias 01/26/2012

\_\_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) Over a three year vesting period, SARs become exercisable in one-third increments on the anniversary date of the grant.
- (2) Includes restricted stock bonus shares, subject to vesting and forfeiture.

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(3) Restricted stock bonus award; over 3 year vesting period, restrictions expire in one-third increments on the anniversary date of the award.

**Remarks:**

Amounts restated to reflect 10% stock dividend paid by the Company December 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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