

TRITT ROBERT L
Form 4
February 15, 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 *
TRITT ROBERT L

(Last) (First) (Middle)

333 WEST 11TH STREET 5TH FLOOR

(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)
02/13/2012

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)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/13/2012 | | M | | 17,760 A \$ 42.605 | 32,169 | D |
| Common Stock | 02/13/2012 | | F | | 1,084 (1) D \$ 51.49 | 31,085 | D |
| Common Stock | 02/13/2012 | | M | | 32,240 A \$ 31.045 | 63,325 | D |
| Common Stock | 02/13/2012 | | F | | 4,283 (1) D \$ 51.49 | 59,042 | D |
| Common Stock | 02/13/2012 | | S | | 44,633 (2) D \$ 52.0329 | 14,409 | D |

Common Stock 29,201 ⁽³⁾ I ESOP

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 42.605 | 02/13/2012 | | M | 17,760 | 07/09/2005 07/09/2012 | Common Stock 17,760 |
| Employee Stock Option | \$ 31.045 | 02/13/2012 | | M | 32,240 | 02/26/2004 11/01/2012 | Common Stock 32,240 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TRITT ROBERT L
333 WEST 11TH STREET 5TH FLOOR
KANSAS CITY, MO 64105

Executive Vice President

Signatures

Randall D. Young for Robert L. Tritt by power of attorney

02/15/2012

__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)

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This is the number of shares of Issuer common stock that were withheld from the shares being purchased in order to satisfy the Reporting Person's tax withholding obligation. The withholding of shares ("Allowable Transactions") occurred in accordance with procedures of the Compensation Committee of the Issuer's Board of Directors, which approved the Reporting Person's Allowable Transactions at the time it granted the options to him.

- (2) This transaction was executed in multiple trades at prices ranging from \$52.00 to \$52.11. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3) 29,201 shares are allocated to the Reporting Person's account in The Employee Stock Option Plan of Issuer. This acquisition is exempt pursuant to Rule 16b-3(c).

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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