SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*

 PICKERING JOHN F

 (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)
 01/20/2009

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 ___ Director　　___ 10% Owner
 X Officer (give title below)　___ Other (specify below)

 COO Transportation

 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								30,453	D	
Common Stock[1]	01/20/2009		A		2,646	A	$0	7,406	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	$14.509							01/02/2011[2]	01/02/2011	Common Stock	346		809	D	
Employee Stock Option (right to buy)	$14.445							01/02/2012[2]	01/02/2012	Common Stock	320		746	D	
Employee Stock Option (right to buy)	$20.666							01/02/2013[2]	01/02/2013	Common Stock	427		998	D	
Stock Appreciation Rights	$28.41							01/22/2009[3]	01/22/2018	Common Stock	8,336		8,336	D	
Stock Appreciation Rights	$25.77	01/20/2009		A		10,999		01/20/2010[3]	01/22/2019	Common Stock	10,999	$0	10,999	D	

Explanation of Responses:

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. Over a three-year vesting period, SARs become exercisable in one-third increments on the anniversary date of the grant.

/s/ John F. Pickering　　　01/22/2009

** Signature of Reporting Person　　Date

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

* 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).

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

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 Number.