

Hooley Stephen C
 Form 4
 April 18, 2018

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 *
 Hooley Stephen C

(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)
 04/16/2018

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)
 Chairman, CEO & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/16/2018 | | A | | 65,636 (1) | A | \$ 0 238,568 D |
| Common Stock | 04/16/2018 | | A | | 104,480 (1) | A | \$ 0 343,048 D |
| Common Stock | 04/16/2018 | | D | | 343,048 (2) | D | \$ 84 0 D |

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

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 21.9125 | 04/16/2018 | | D | 80,000 (3) | 02/14/2011 12/14/2019 | Common Stock | 80,000 |
| Stock Option | \$ 23.755 | 04/16/2018 | | D | 77,280 (4) | 12/01/2014 12/01/2021 | Common Stock | 77,280 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hooley Stephen C 333 WEST 11TH STREET KANSAS CITY, MO 64105 | | | Chairman, CEO & President | |

Signatures

Stephen C.
Hooley

04/18/2018

**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) Consists of accelerated vesting of PSUs pursuant to the terms of that certain Separation Agreement dated as of February 26, 2018 among Mr. Hooley, the Company and SS&C.

(2) Consists of shares of common stock, vested RSUs and vested PSUs that were cancelled in exchange for \$84.00 per share pursuant to the terms of an Agreement and Plan of Merger (the Merger Agreement) dated as of January 11, 2018 among DST Systems, Inc. (the Company), SS&C Technologies Holdings, Inc. (SS&C) and Diamond Merger Sub, Inc. (Merger Sub), pursuant to which Merger Subs will merge (the Merger) with and into the Company, whereupon the existence of Merger Sub will cease and the Company will become the surviving corporation and an indirect wholly owned subsidiary of SS&C and the terms of the Separation Agreement. The Merger became effective on April 16, 2018 (the Effective Time).

(3) These performance based options were granted by the Committee on December 14, 2009, and the Committee certified goal achievement on February 24, 2011. These options were canceled in the Merger in exchange for a cash payment of \$4,967,000.00, representing the difference between the exercise price of the option (\$21.9125 per share) and the merger consideration (\$84.00 per share).

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- This option, which provided for vesting in three equal annual installments beginning December 1, 2012, was canceled in the Merger in
- (4) exchange for a cash payment of \$4,655,733.60, representing the difference between the exercise price of the option (\$23.7550 per share) and the merger consideration (\$84.00 per share).

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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