

CASEYS GENERAL STORES INC

Form 4

July 24, 2013

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 *
HANDLEY TERRY W

2. Issuer Name and Ticker or Trading Symbol
CASEYS GENERAL STORES INC [CASY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ONE CONVENIENCE BLVD., PO BOX 3001

ANKENY, IA 50021

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			Voting and tender rights under KSOP
Common Stock					10,452 ⁽¹⁾	I	
Restricted stock units ⁽³⁾					921	D	
Restricted stock units ⁽⁵⁾					3,178	D	

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Restricted stock units (6)							3,250	D
Common Stock	07/23/2013	07/23/2013	M	1,500	A	\$ 26.92	1,500	D

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

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(9-02)

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)	8. Amount or Number of Shares
Option - right to buy ⁽²⁾	\$ 20.68					07/05/2010 07/05/2015	Common Stock	10,000
Option - right to buy ⁽²⁾	\$ 26.92	07/23/2013	07/23/2013	M	1,500	06/25/2010 06/25/2017	Common Stock	10,000
Option - right to buy ⁽²⁾	\$ 25.26					06/23/2012 06/23/2019	Common Stock	20,000
Option - right to buy ⁽⁴⁾	\$ 44.39					06/23/2014 06/23/2021	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANDLEY TERRY W ONE CONVENIENCE BLVD. PO BOX 3001			Chief Operating Officer	

ANKENY, IA 50021

Signatures

William J. Noth, under Power of Attorney dated
06/09/2003

07/24/2013

__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) Allocated to Mr. Handley's KSOP account as of April 30, 2013. Does not include any shares allocated by KSOP trustee after that date.
- (2) Pursuant to terms and conditions of 2000 Stock Option Plan (or predecessor plan).
- (3) Pursuant to 2009 Stock Incentive Plan. This award, which vests in full on May 1, 2014, represents the equity component of the amount payable to Mr. Handley under the FY11 annual incentive plan.
- (4) Pursuant to terms and conditions of 2009 Stock Incentive Plan.
- (5) Pursuant to 2009 Stock Incentive Plan. This award, which vests in full on May 1, 2015, represents the equity component of the amount payable to Mr. Handley under the FY12 annual incentive plan.
- (6) Pursuant to the 2009 Stock Incentive Plan. This award vests in full on June 7, 2016.

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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