

DST SYSTEMS INC  
Form 4  
March 14, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**FLEMING DOUGLAS W**

(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)  
**03/10/2017**

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)  
**VP & Chief Accounting Officer**

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 (A) or (D) Price                                                                       |                                                          |                                   |
| Common Stock                    | 03/10/2017                           |                                                    | A                              | 5 <sup>(1)</sup>                                                  | A \$ 0 1,808                                                                                  | D                                                        |                                   |
| Common Stock                    | 03/10/2017                           |                                                    | F                              | 190 <sup>(2)</sup>                                                | D \$ 0 1,618                                                                                  | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                               |       |
|--------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                       | Other |
| FLEMING DOUGLAS W<br>333 WEST 11TH STREET<br>KANSAS CITY, MO 64105 |               |           | VP & Chief Accounting Officer |       |

## Signatures

Randall D. Young for Douglas W. Fleming by power of attorney  
03/14/2017

\_\_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).
- On March 10, 2017, dividend equivalents were received automatically pursuant to the terms and conditions of applicable award agreements. The dividend equivalents were granted in connection with Restricted Stock Units (RSUs) granted on July 29, 2014, February 23, 2015, February 26, 2016, and February 24, 2017 and Performance Stock Units (PSUs) granted on July 29, 2014, as well as on the dividend equivalents previously received in connection therewith. The dividend equivalents convert to one share of common stock based on the vesting or performance criteria in the underlying RSU or PSU.
- The Compensation Committee of the Issuers Board of Directors allows the withholding of shares (Tax Withholding Transactions) to satisfy the Reporting Persons income tax obligation from a vesting of Restricted Stock Units (RSUs), Performance Stock Units (PSUs) and Dividend Equivalents (DEs). The Committee pre-approves, at the time of grant, the Tax Withholding Transactions. The Reporting Person holds RSUs, PSUs and DEs reported in other Section 16 filings. This form reports the number of shares retained in the March 10, 2017 Tax Withholding Transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.