

KANSAS CITY LIFE INSURANCE CO
Form 5

February 15, 2012

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
BIXBY ROBERT PHILIP

(Last) (First) (Middle)

C/O KANSAS CITY LIFE
INSURANCE CO, 3520
BROADWAY

(Street)

KANSAS CITY, MO 64111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
KANSAS CITY LIFE INSURANCE
CO [KCLI]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

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)
CEO and Chairman of the Board

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$1.25 par value	12/31/2011	Â	G	2,340 D \$ 0	326,467	D	Â
Common Stock, \$1.25 par value	12/31/2011	Â	J ⁽¹⁾⁽²⁾	31,860 (3) (4) D \$ 0	2,108,328 (3) (4) (5)	I	See ^{(3) (4)} (5)

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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. Price of Derivative Security (Instr. 5)	9. of D Se Bo O Er Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BIXBY ROBERT PHILIP
C/O KANSAS CITY LIFE INSURANCE CO
3520 BROADWAY
KANSAS CITY, MO 64111

Â X Â X Â CEO and Chairman of the Board Â

Signatures

A. Craig Mason, Jr., Attorney in Fact for Robert Philip Bixby

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).

Effective on December 31, 2011, pursuant to the mandatory provisions of the agreement of WEB Interest, Ltd., a Texas partnership (the "Partnership"), the shares of the Issuer's common stock, \$1.25 par value ("Common Stock"), owned by the Partnership and attributable to the general and limited partner interests of the Partnership were reallocated such that (a) the Common Stock owned by the Partnership and (1) attributable to the general and Class A and C limited partner interests of the Partnership held by the Walter E. Bixby, Jr. Revocable Trust dated July 28, 1999 ("WEB Jr. Trust"), for which Mr. Bixby serves as a co-trustee, declined by 47,790 shares; (b) the Common Stock owned by the Partnership and attributable to the general partner interest of the Partnership held by Mr. Bixby individually declined by 4 shares,

(2) (continue of Footnote 1) and (c) the Common Stock owned by the Partnership and attributable to the Class B limited partner interests of the Partnership held by the GST Robert Philip Bixby Trust and the Issue Trust for Robert Philip Bixby (collectively, the "RPB Trusts"), for which Mr. Bixby serves as the sole trustee, increased by 15,934 shares. Mr. Bixby disclaims beneficial ownership of the shares of Common Stock owned by the Partnership except to the extent of his pecuniary interest therein.

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Mr. Bixby is a general partner of the Partnership and, in that capacity, shares with the other general partners of the Partnership the power to dispose of all of the 2,358,340 shares of Common Stock owned by the Partnership. The shares reported include 1,936,669 shares of

- (3) Common Stock owned by the Partnership, which consist of: (a) 1,725,834 shares attributable to the limited and general partner interests of the Partnership held by the WEB Jr. Trust, for which Mr. Bixby serves as a co-trustee, (b) 177 shares attributable to the general partner interest of the Partnership held by Mr. Bixby individually,

(continue of Footnote 3) and (c) 210,658 shares attributable to the limited partner interests of the Partnership held by the RPB Trusts, for which Mr. Bixby serves as the sole trustee. Mr. Bixby disclaims beneficial ownership of the shares of Common Stock owned by the

- (4) Partnership except to the extent of his pecuniary interest therein. The shares reported also include 171,659 shares of the 395,785 shares of Common Stock owned by the Walter E. Bixby Descendents Trust, for which Mr. Bixby serves as a co-trustee. These 171,659 shares are held by that trust for the benefit of Mr. Bixby's children sharing the same household. Mr. Bixby disclaims beneficial ownership of the remaining 224,126 shares held by that trust as he has no pecuniary interest in them.

- (5) The shares reported do not include any shares of Common Stock owned in any of the Issuer's benefit plans.

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

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