

BIXBY WALTER E
Form 5
February 20, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
BIXBY WALTER E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec VP & Vice Chairman of Bd

C/O KANSAS CITY LIFE INSURANCE CO, 3520 BROADWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

KANSAS CITY, MO 64111

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1.25 par value	12/31/2011	^	J5 ⁽¹⁾⁽²⁾	(A) or (D) Amount Price	1,339,223 ⁽¹⁾⁽²⁾ D \$0 786,114 ⁽³⁾ ₍₄₎	I	See ⁽³⁾ ₍₄₎
Common Stock, \$1.25 par	11/20/2012	^	G ⁽⁵⁾	(A) or (D) Amount Price	188,668 D \$0 597,446 ⁽³⁾ ₍₄₎	I	See ⁽³⁾ ₍₄₎

value

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

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 control number.

SEC 2270
(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
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIXBY WALTER E C/O KANSAS CITY LIFE INSURANCE CO 3520 BROADWAY KANSAS CITY, MO 64111	Â X	Â X	Â Exec VP & Vice Chairman of Bd	Â

Signatures

/s/ A. Craig Mason, Jr., Attorney in Fact for Walter E. Bixby

02/20/2013

**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).

On December 31, 2011, all of the interests of WEB Interests, Ltd., a Texas partnership (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, were distributed to various new and existing parties holding interests in the Partnership. The effect of these transfers was to adjust the shares of the Issuer's common stock,

- (1) \$1.25 par value ("Common Stock"), owned by the Partnership and attributable to Mr. Bixby such that (a) the Common Stock owned by the Partnership and attributable to the general and limited partner interests of the Partnership held by the WEB Jr. Trust declined by 1,725,834 shares; (b) the Common Stock owned by the Partnership and attributable to the general partner interest of the Partnership held by Mr. Bixby individually increased by 4,592 shares, and
- (2) (c) the Common Stock owned by the Partnership and attributable to the limited partner interests of the Partnership held by the GST Walter E. Bixby, III Trust and the Issue Trust for Walter E. Bixby III (collectively, the "WEB III Trusts"), for which Mr. Bixby serves as

Edgar Filing: BIXBY WALTER E - Form 5

the sole trustee, increased by an aggregate 382,018 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.

- (3) 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 597,446 shares of Common Stock owned by the Partnership, which consist of: (a) 4,770 shares attributable to the general partner interest of the Partnership held by Mr. Bixby individually, and (b) 592,676 shares attributable to the limited partner interests of the Partnership held by the WEB III Trusts, for which Mr. Bixby serves as the sole trustee. Mr. Bixby disclaims beneficial ownership of the shares of Common Stock owned by the Partnership except to the extent of his pecuniary interest therein.

- (4) The shares reported do not include any shares of Common Stock owned in any of the Issuer's benefit plans. The shares reported also do not include 395,785 shares of Common Stock owned by the Walter E. Bixby Descendents Trust, for which Mr. Bixby serves as a co-trustee. Mr. Bixby disclaims beneficial ownership of these shares as he has no pecuniary interest in them (and they may not be referenced in future Section 16 filings for Mr. Bixby). The shares reported also do not include 27,715 shares of Common Stock held by Mr. Bixby as custodian for persons who are not members of his "immediate family" under Rule 16a 1. Mr. Bixby disclaims beneficial ownership of these shares as he has no pecuniary interest in them (and they may not be referenced in future Section 16 filings for Mr. Bixby).

- (5) On November 20, 2012, Mr. Bixby transferred some of the limited partnership interests of the Partnership to trusts for the benefit of his adult children, which resulted in a decrease of 188,668 shares of Common Stock held by the Partnership and attributable to Mr. Bixby. Mr. Bixby is not a trustee nor a beneficiary of the trusts to which the limited partnership interests were transferred.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.