

CASEYS GENERAL STORES INC
 Form 4
 June 10, 2014

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 *
 MYERS ROBERT J

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)
 CASEY'S GENERAL STORES, INC., ONE CONVENIENCE BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

(Street)
 ANKENY, IA 50021

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | Voting and tender rights under 401K plan |
| Common Stock | | | | (A) 8,167 (1) | | I | |
| Common Stock | 06/06/2014 | | A | 5,162 (7) A \$ 0 | 54,735 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option - right to buy ⁽²⁾ | \$ 26.92 | | | | | 06/25/2010 | 06/25/2017 | Common Stock | 10,000 |
| Restricted stock units ⁽³⁾ | \$ 0 ⁽⁶⁾ | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 15,000 |
| Restricted stock units ⁽⁴⁾ | \$ 0 ⁽⁶⁾ | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 5,649 |
| Restricted stock units ⁽⁵⁾ | \$ 0 ⁽⁶⁾ | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 3,250 |
| Restricted stock units ⁽⁸⁾ | \$ 0 ⁽⁶⁾ | 06/06/2014 | | A | 3,250 | <u>(8)</u> | <u>(8)</u> | Common Stock | 3,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MYERS ROBERT J CASEY'S GENERAL STORES, INC. ONE CONVENIENCE BLVD. ANKENY, IA 50021 | X | | CEO | |

Signatures

William J. Noth, by power of attorney dated
6/9/03

06/10/2014

__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. Myers' 401K plan account as of April 30, 2014. Does not include any shares allocated by the plan trustee after that date.
- (2) Pursuant to terms and conditions of 2000 Stock Option Plan.
- (3) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 23, 2014.
- (4) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on May 1, 2015.
- (5) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 7, 2016.
- (6) Each restricted stock unit represents the right to receive, following vesting, one share of Common Stock.
- (7) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award represents the equity component of the amount payable to Mr. Myers under the fiscal 2014 annual incentive program. The shares awarded are subject to a three year sale restriction.
- (8) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 6, 2017.

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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