

CASEYS GENERAL STORES INC
 Form 4
 June 27, 2016

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 *
 Johnson Brian Joseph

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/23/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Store Development

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

(Street)

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

ANKENY, IA 50021

(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		
Common Stock	06/23/2016		F	525 ⁽¹⁾	D 124.6 ₍₂₎	\$ 5,962	D
Common Stock						1,851 ⁽³⁾	I

Voting and tender rights under 401k plan

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. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - right to buy	\$ 25.26					06/23/2012	06/23/2019	Common Stock	2,500
Option - right to buy	\$ 44.39					06/23/2014	06/23/2021	Common Stock	15,000
Restricted stock units <u>(4)</u>	<u>(5)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	2,500
Restricted stock units <u>(6)</u>	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	2,500
Restricted stock units <u>(7)</u>	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	2,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Brian Joseph CASEY'S GENERAL STORES, INC. ONE CONVENIENCE BLVD. ANKENY, IA 50021			SVP, Store Development	

Signatures

William J. Noth, under POA dated June 6,
2016

06/27/2016

__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) Shares withheld in payment of the tax withholding triggered by an earlier award made on June 2, 2016 under the fiscal 2016 annual incentive program.
 - (2) Closing price of Casey's General Stores, Inc. Common Stock on June 2, 2016.
 - (3) Allocated to Mr. Johnson's 401k plan account as of April 30, 2016. Does not include any shares allocated by the plan trustee after that date.
 - (4) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 6, 2017.
 - (5) Each restricted stock unit represents the right to receive, following vesting, one share of Common Stock.
 - (6) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 5, 2018.
 - (7) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 2, 2019.

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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