

FITT MICHAEL G
Form 4
May 18, 2010

FORM 4

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

OMB APPROVAL

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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
FITT MICHAEL G

2. Issuer Name **and** Ticker or Trading Symbol
DST SYSTEMS INC [DST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 WEST 11TH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2010

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

KANSAS CITY, MO 64105

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			
Common Stock	05/17/2010		F	1,551 ⁽¹⁾ D \$ 40.68	42,006	D	
Common Stock	05/17/2010		F	805 ⁽²⁾ D \$ 41.04	41,201	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Following Transaction (Instr. 6)
				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
FITT MICHAEL G 333 WEST 11TH STREET KANSAS CITY, MO 64105	X			

Signatures

Randall D. Young for Michael G. Fitt by power of attorney 05/18/2010

__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) The withholding for taxes is in connection with the grant of securities pursuant to the DST Systems, Inc. 2005 Non-Employee Directors' Award Plan as part of annual non-employee director compensation approved by the Issuer's Board of Directors. Share withholding for taxes in connection with these securities was approved by the Compensation Committee of the Issuer's Board of Directors. Withholding has occurred as a result of instructions of the Issuer's Stock Plan Administrator to the Issuer's transfer agent based upon a previously made, irrevocable election of the non-employee director.
- (2) The withholding for taxes is in connection with the vesting of a restricted stock grant issued May 8, 2007. Share withholding for taxes in connection with these securities was approved by the Compensation Committee of the Issuer's Board of Directors. Withholding has occurred as a result of instructions of the Issuer's Stock Plan Administrator to the Issuer's transfer agent based upon a previously made, irrevocable election of the non-employee director.

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.