BUTCH THOMAS W

Form 4 June 11, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_ BUTCH THOMAS W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			WADDELL & REED FINANCIAL INC [WDR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
6300 LAMAR	AVENUE		(Month/Day/Year) 06/10/2009	below) below) SVP & Chief Marketing Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
OVERLAND PARK, KS 66202				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or Di (Instr. 3,	(A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common	06/10/2009		S	522	D	\$ 27	35,541	I	Spouse's Trust
Class A Common	06/10/2009		S	700	D	\$ 27.005	34,841	I	Spouse's Trust
Class A Common	06/10/2009		S	3,178	D	\$ 27.01	31,663	I	Spouse's Trust
Class A Common	06/10/2009		S	1,900	D	\$ 27.02	29,763	I	Spouse's Trust
Class A Common	06/10/2009		S	1,300	D	\$ 27.025	28,463	I	Spouse's Trust

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Class A	06/10/2009	S	1,500	D	\$ 27.03	26,963	I	Spouse's
Common								Trust
Class A Common	06/10/2009	S	1,400	D	\$ 27.035	25,563	I	Spouse's Trust
Class A Common	06/10/2009	S	1,900	D	\$ 27.04	23,663	I	Spouse's Trust
Class A Common	06/10/2009	S	500	D	\$ 27.05	23,163	I	Spouse's Trust
Class A Common	06/10/2009	S	800	D	\$ 27.06	22,363	I	Spouse's Trust
Class A Common	06/10/2009	S	800	D	\$ 27.07	21,563	I	Spouse's Trust
Class A Common	06/10/2009	S	200	D	\$ 27.08	21,363	I	Spouse's Trust
Class A Common	06/10/2009	S	1,300	D	\$ 27.09	20,063	I	Spouse's Trust
Class A Common	06/10/2009	S	3,400	D	\$ 27.1	16,663	I	Spouse's Trust
Class A Common	06/10/2009	S	500	D	\$ 27.11	16,163	I	Spouse's Trust
Class A Common	06/10/2009	S	600	D	\$ 27.12	15,563	I	Spouse's Trust
Class A Common	06/10/2009	S	1,100	D	\$ 27.13	14,463	I	Spouse's Trust
Class A Common	06/10/2009	S	2,200	D	\$ 27.15	12,263	I	Spouse's Trust
Class A Common	06/10/2009	S	1,200	D	\$ 27.16	11,063 (1)	I	Spouse's Trust
Class A Common						245,052 (2)	I	Personal Trust
Class A Common						248	D	
Class A Common						1,254.5683 (3)	I	401(k) Units

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 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BUTCH THOMAS W 6300 LAMAR AVENUE OVERLAND PARK, KS 66202

SVP & Chief Marketing Officer

Signatures

Thomas W. 06/11/2009 Butch

**Signature of Date Reporting Person

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) These shares are held in trust for the benefit of Mr. Butch's spouse and children; Mrs. Butch is the sole trustee of this trust.
- (2) These shares are held in trust for the benefit of Mr. Butch's spouse and children; Mr. Butch is the sole trustee of this trust.
- Units (which include Class A common stock and cash reserves) representing Mr. Butch's interest in the Company 401(k) Plan unitized **(3)** stock fund.

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.

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