

STROHM MICHAEL D
Form 4
January 04, 2012

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 *
STROHM MICHAEL D

2. Issuer Name and Ticker or Trading Symbol
WADDELL & REED FINANCIAL INC [WDR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6300 LAMAR AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief Operations Officer

OVERLAND PARK, KS 66202

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common	12/01/2011		G	V 190 D \$ 0	33,933 ⁽¹⁾ ⁽²⁾	I	Personal Trust
Class A Common	12/31/2011		F	16,744 D \$ 24.77	115,929	D	
Class A Common	12/31/2011		A	45,000 A \$ 0	160,929 ⁽¹⁾	D	
Class A Common					12,900 ⁽³⁾	I	Spouse's Trust

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROHM MICHAEL D 6300 LAMAR AVENUE OVERLAND PARK, KS 66202			SVP & Chief Operations Officer	

Signatures

Michael D. Strohm 01/04/2012

**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).
- Mr. Strohm's Form 4 filing on June 7, 2011, reporting a May 26, 2011 disposition of 104 shares by gift transaction, incorrectly indicated that the gifted shares originated from shares held directly by Mr. Strohm rather than from shares indirectly held in Mr. Strohm's personal trust. The June 7, 2011 Form 4 should have reported that following the gift transaction Mr. Strohm held 21,179 shares indirectly in his personal trust and 158,413 shares directly. As a result of this error, Mr. Strohm's subsequent Form 4 filing on July 8, 2011, reporting a transfer of 12,944 shares held by Mr. Strohm directly to Mr. Strohm's personal trust for estate planning purposes, included incorrect ownership amounts in Column 5. The July 8, 2011 Form 4 should have reported that following the transfer Mr. Strohm held 34,123 shares indirectly in his personal trust and 132,673 shares directly.
- (1) These shares are held in trust for the benefit of Mr. Strohm. Mr. and Mrs. Strohm are co-trustees of the trust.
 - (2) These shares are held in trust for the benefit of Mrs. Strohm. Mr. and Mrs. Strohm are co-trustees of the trust.
 - (3) These shares are held in trust for the benefit of Mrs. Strohm. Mr. and Mrs. Strohm are co-trustees of the trust.

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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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