WADDELL & REED FINANCIAL INC

Form 4 June 04, 2008

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHULTE DANIEL C

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

WADDELL & REED FINANCIAL

INC [WDR]

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

06/02/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

SVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OVERLAND PARK, KS 66202

6300 LAMAR AVENUE

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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	06/02/2008		S	3,700	D	\$ 35	92,711	D	
Class A Common	06/02/2008		S	1,100	D	\$ 35.02	91,611	D	
Class A Common	06/02/2008		S	500	D	\$ 35.1	91,111	D	
Class A Common	06/02/2008		S	100	D	\$ 35.11	91,011	D	
Class A Common	06/02/2008		S	800	D	\$ 35.12	90,211	D	

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06/02/2008	S	500	D	\$ 35.13	89,711	D
06/02/2008	S	400	D	\$ 35.14	89,311	D
06/02/2008	S	100	D	\$ 35.15	89,211	D
06/02/2008	S	800	D	\$ 35.16	88,411	D
06/02/2008	S	600	D	\$ 35.18	87,811	D
06/02/2008	S	300	D	\$ 35.19	87,511	D
06/02/2008	S	100	D	\$ 35.2	87,411	D
06/02/2008	S	1,000	D	\$ 35.27	86,411	D
06/03/2008	S	2,843	D	\$ 36	83,568	D
06/03/2008	S	2,315	D	\$ 36.01	81,253	D
06/03/2008	S	200	D	\$ 36.02	81,053	D
06/03/2008	S	1,200	D	\$ 36.03	79,853	D
06/03/2008	S	2,385	D	\$ 36.04	77,468	D
06/03/2008	S	200	D	\$ 36.05	77,268	D
06/03/2008	S	300	D	\$ 36.0575	76,968	D
06/03/2008	S	300	D	\$ 36.06	76,668	D
	06/02/2008 06/02/2008 06/02/2008 06/02/2008 06/02/2008 06/02/2008 06/02/2008 06/03/2008 06/03/2008 06/03/2008 06/03/2008 06/03/2008	06/02/2008 S 06/03/2008 S	06/02/2008 S 400 06/02/2008 S 100 06/02/2008 S 800 06/02/2008 S 600 06/02/2008 S 300 06/02/2008 S 100 06/02/2008 S 1,000 06/03/2008 S 2,343 06/03/2008 S 2,315 06/03/2008 S 200 06/03/2008 S 2,385 06/03/2008 S 200 06/03/2008 S 200 06/03/2008 S 300	06/02/2008 S 400 D 06/02/2008 S 100 D 06/02/2008 S 800 D 06/02/2008 S 600 D 06/02/2008 S 300 D 06/02/2008 S 1,000 D 06/03/2008 S 2,843 D 06/03/2008 S 2,315 D 06/03/2008 S 2,385 D 06/03/2008 S 2,385 D 06/03/2008 S 200 D 06/03/2008 S 200 D 06/03/2008 S 200 D 06/03/2008 S 300 D	06/02/2008 S 400 D \$ 35.14 06/02/2008 S 100 D \$ 35.15 06/02/2008 S 800 D \$ 35.16 06/02/2008 S 600 D \$ 35.18 06/02/2008 S 300 D \$ 35.19 06/02/2008 S 100 D \$ 35.2 06/03/2008 S 1,000 D \$ 35.27 06/03/2008 S 2,315 D \$ 36.01 06/03/2008 S 2,315 D \$ 36.02 06/03/2008 S 1,200 D \$ 36.03 06/03/2008 S 2,385 D \$ 36.04 06/03/2008 S 200 D \$ 36.05 06/03/2008 S 200 D \$ 36.05 06/03/2008 S 200 D \$ 36.05	06/02/2008 S 400 D \$ 35.14 89,311 06/02/2008 S 100 D \$ 35.15 89,211 06/02/2008 S 800 D \$ 35.16 88,411 06/02/2008 S 600 D \$ 35.18 87,811 06/02/2008 S 300 D \$ 35.19 87,511 06/02/2008 S 100 D \$ 35.2 87,411 06/03/2008 S 1,000 D \$ 35.27 86,411 06/03/2008 S 2,843 D \$ 36.01 81,253 06/03/2008 S 2,315 D \$ 36.01 81,253 06/03/2008 S 200 D \$ 36.02 81,053 06/03/2008 S 2,385 D \$ 36.04 77,468 06/03/2008 S 200 D \$ 36.05 77,268 06/03/2008 S 300 D \$ 36.05 76,968

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., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration Da		7. Title ar		8. Price of Derivative	9. Nu Deriv
Security or Exerc (Instr. 3) Price of Derivativ Security			any (Month/Day/Year)	Code (Instr. 8)	of	Derivative Securities Acquired A) or Disposed of (D) Instr. 3,			ng	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Nu of	ımber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHULTE DANIEL C 6300 LAMAR AVENUE OVERLAND PARK, KS 66202

SVP & General Counsel

Signatures

Daniel C. Schulte 06/04/2008

**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).

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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