

HANDLEY TERRY W

Form 4

July 18, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HANDLEY TERRY W**

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)  
**ONE CONVENIENCE BLVD., PO**  
**BOX 3001**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/14/2017**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President & CEO**

(Street)  
**ANKENY, IA 50021**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)              |
|---------------------------------------|---|---|--------------------------------------|--|--|--|--|
|                                       |   |   | Code                                 | V  | Amount   | (A)<br>or<br>(D)   | Price  |
| Common<br>Stock                       |   |   |                                      |  | 22,447   | D  |  |
| Common<br>Stock                       |   |   |                                      |  | 11,624 <sup>(1)</sup>  | I  | Voting and<br>tender<br>rights<br>under 401k<br>plan |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>stock units<br>(2)                    | (3)  | 07/14/2017                              |   | A                                    |   | 3,308  |     | (2)   | (2)                | Common<br>Stock | 3,308                               |
| Option -<br>right to<br>buy (4)                     | \$ 25.26   |   |   |                                      |   |  |     | 06/23/2012  | 06/23/2019         | Common<br>Stock | 5,000                               |
| Option -<br>right to<br>buy (5)                     | \$ 44.39   |   |   |                                      |   |  |     | 06/23/2014  | 06/23/2021         | Common<br>Stock | 20,000                              |
| Restricted<br>stock units<br>(6)                    | (3)  |   |   |                                      |   |  |     | (6)   | (6)                | Common<br>Stock | 8,000                               |
| Restricted<br>stock units<br>(7)                    | (3)  |   |   |                                      |   |  |     | (7)   | (7)                | Common<br>Stock | 3,250                               |
| Restricted<br>stock units<br>(8)                    | (3)  |   |   |                                      |   |  |     | (8)   | (8)                | Common<br>Stock | 3,250                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| HANDLEY TERRY W<br>ONE CONVENIENCE BLVD.<br>PO BOX 3001<br>ANKENY, IA 50021 | X             |           | President & CEO |       |

## Signatures

Scott Faber, under Power of Attorney dated March 3,  
2017

07/18/2017

\_\_\_\_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) Allocated to Mr. Handley's 401k account as of April 30, 2017. Does not include any shares allocated by the plan trustee after that date.

Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 15, 2020. Not included in the reported award amount is a target amount of performance-based restricted stock units that will vest on June 15, 2020, but which are subject to the satisfaction of certain performance criteria other than solely the price of Casey's Common Stock; the final amount of shares earned, if any, will be reported upon vest and satisfaction of those performance measures.

(2) Each restricted stock unit represents the right to receive, following vesting, one share of Common Stock.

(3) Pursuant to terms and conditions of 2000 Stock Option Plan.

(4) Pursuant to terms and conditions of 2009 Stock Incentive Plan.

Pursuant to a Restricted Stock Units Agreement dated as of April 12, 2016, executed in conjunction with Mr. Handley's employment agreement of the same date. These units vest over a 5-year period, commencing on May 1, 2017 and thereafter on each May 1 of the following 4 years, at the rate of 2,000 units (20% of the total units awarded) per year.

(5) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 5, 2018.

(6) 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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