

HANDLEY TERRY W
Form 4
June 11, 2018

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 *
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 SE CONVENIENCE BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2018

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

ANKENY, IA 50021

(City) (State) (Zip)

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

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) Code V Amount (D) Price			
Common Stock					31,945	D	
Common Stock					11,870 ⁽¹⁾	I	Voting and tender rights under 401k plan

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

SEC 1474 (9-02)

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, 2018. Does not include any shares allocated by the plan trustee after that date.

(2) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 15, 2021. Not included in the reported award amount is a target amount of performance-based restricted stock units that will vest on June 15, 2021, 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.

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

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

(5) 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.

(6) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 2, 2019.

(7) 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.

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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