

HERRMANN HENRY J
Form 4
November 03, 2009

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 *
HERRMANN HENRY J

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)
10/30/2009

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

OVERLAND PARK, KS 66202
(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common	10/30/2009		M		11,700	A	\$ 18	1,003,081	I	Personal Trust ⁽¹⁾
Class A Common	10/30/2009		S		11,700	D	\$ 29.0862 ⁽²⁾	991,381	I	Personal Trust
Class A Common	11/02/2009		M		47,000	A	\$ 18	1,038,381	I	Personal Trust
Class A Common	11/02/2009		S		47,000	D	\$ 28.5	991,381	I	Personal Trust
Class A Common	11/03/2009		M		19,032	A	\$ 18	1,010,413	I	Personal Trust

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Class A Common	11/03/2009	S	19,032	D	\$ 28.5006 (3)	991,381	I	Personal Trust
Class A Common						31,500	I	Spouse's Trust (4)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
NQSO (Right to Buy)	\$ 18	10/30/2009		M	7,746	02/01/2003 12/09/2010	Class A Common	7,746	
NQSO (Right to Buy)	\$ 18	10/30/2009		M	3,954	02/01/2003 12/11/2009	Class A Common	3,954	
NQSO (Right to Buy)	\$ 18	11/02/2009		M	47,000	02/01/2003 12/11/2009	Class A Common	47,000	
NQSO (Right to Buy)	\$ 18	11/03/2009		M	717	02/01/2003 12/11/2009	Class A Common	717	
NQSO (Right to Buy)	\$ 18	11/03/2009		M	18,315	02/01/2003 12/15/2009	Class A Common	18,315	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HERRMANN HENRY J
6300 LAMAR AVENUE
OVERLAND PARK, KS 66202

X

Chief Executive Officer

Signatures

Henry J.
Herrmann

11/03/2009

**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) These shares are held in trust for the benefit of Mr. Herrmann, who is the sole trustee of this trust.

The price reported is a weighted average price. These shares were sold in multiple transactions at pricing ranging from \$29.00 to \$29.16, inclusive. The reporting person undertakes to provide to Waddell & Reed Financial, Inc. ("WDR"), any stockholder of WDR or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Footnotes 2 and 3.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at pricing ranging from \$28.50 to \$28.52, inclusive. The reporting person undertakes to provide to Waddell & Reed Financial, Inc. ("WDR"), any stockholder of WDR or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Footnotes 2 and 3.
- (3) These shares are held in trust for the benefit of Mrs. Herrmann, who is the sole trustee of this trust.
- (4) Following the above reported transactions, Mr. Herrmann does not own any outstanding options.

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.