

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-10** | Period of Report: **2012-12-17**
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(HTML Version on secdatabase.com)

REPORTING OWNER

STROHM MICHAEL D

CIK: **1113433**

Type: **4/A** | Act: **34** | File No.: **001-13913** | Film No.: **13523935**

Mailing Address

6300 LAMAR AVENUE
OVERLAND PARK KS 66202

ISSUER

WADDELL & REED FINANCIAL INC

CIK: **1052100** | IRS No.: **510261715** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address

PO BOX 29217
SHAWNEE MISSION KS
66201-9217

Business Address

6300 LAMAR AVE
OVERLAND PARK KS
66202-4200
9132362000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP & Chief Operations Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
6300 LAMAR AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year) 12/26/2012					
(Street) OVERLAND PARK, KS 66202								
(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	12/17/2012		G	V	200	D	\$ 0	25,665	I	Personal Trust
Class A Common	12/21/2012		G	V	125	D	\$ 0	25,440 ⁽¹⁾⁽²⁾	I	Personal Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Mr. Strohm's December 26, 2012 Form 4 filing incorrectly reported dispositions by gift transaction of shares owned directly by Mr. Strohm. The December 26, 2012 filing should have reported that the gifted shares originated from Mr. Strohm's personal trust. As a result, the amount of securities owned by Mr. Strohm directly was understated by, and the amount of securities owned indirectly by Mr. Strohm through his trust was overstated by, 325 shares. As a result of the error, Mr. Strohm's subsequent Form 4 filing on January 3, 2013 reported incorrect ownership amounts in Column 5. The January 3, 2013 filing should have reported that following the transactions reported therein Mr. Strohm owned 25,440 shares directly and 163,653 shares indirectly through his personal trust.
2. These shares are held in trust for the benefit of Mrs. Strohm. Mr. and Mrs. Strohm are co-trustees of the trust.

Signatures

[Michael D. Strohm](#)

** Signature of Reporting Person

[01/10/2013](#)

Date

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

* 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.

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 Number.