

HUDSON NANCY BIXBY
Form 5
February 27, 2012

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HUDSON NANCY BIXBY

2. Issuer Name and Ticker or Trading Symbol
KANSAS CITY LIFE INSURANCE CO [KCLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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

C/O KANSAS CITY LIFE INSURANCE CO, 3520 BROADWAY

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

KANSAS CITY, MO 64111

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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, \$1.25 par value | 12/31/2011 | | J(1)(2) | 2,973 (1) (2) D \$ 0 | 2,270,875 (3) | I | See (3) |

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

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SEC 2270 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUDSON NANCY BIXBY C/O KANSAS CITY LIFE INSURANCE CO 3520 BROADWAY KANSAS CITY, MO 64111 | Â X | Â X | Â | Â |

Signatures

A. Craig Mason, Jr., Attorney in Fact for Nancy Bixby Hudson
02/27/2012

__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).
- Effective on Decmeber 31, 2011, pursuant to the mandatory provisions of the agreement of JRB Interests, Ltd., a Texas partnership (the "Partnership"), the shares of the Issuer's common stock, \$1.25 par value ("Common Stock"), owned by the Partnership and attributable to the general and limited partner interests of the Partnership were reallocated such that (a) the Common Stock owned by the Partnership and
- (1) attributable to the general and Class C limited partner interests of the Partnership held by the GST Nancy Bixby Hudson Trust and the Issue Trust for Nancy Bixby Hudson (collectively, the "NBH Trusts"), for which Ms. Hudson serves as a co-trustee, declined by 63,741 shares; (b) the Common Stock owned by the Partnership and attributable to the general partner interest of the Partnership held by Ms. Hudson individually declined by 10 shares;
 - (2) (continuation of Footnote 1) and; (c) the Common Stock owned by the Partnership and attributable to the Class B limited partner interests of the Partnership held by the NBH Trusts, for which Ms. Hudson serves as a co-trustee, increased by 60,778 shares. Ms. Hudson disclaims beneficial ownership of the shares of Common Stock owned by the Partnership except to the extent of her pecuniary interest therein.
 - (3) Ms. Hudson is a general partner of the Partnership and, in that capacity, shares with the other general partners of the Partnership the power to dispose of all of the 2,966,312 shares of Common Stock owned by the Partnership. The shares reported include 1,939,309 shares of Common Stock owned by the Partnership, which consist of: (a) 1,939,124 shares attributable to the limited and general partner interests of the Partnership held by the NBH Trusts, for which Ms. Hudson serves as a co-trustee, and (b) 185 shares attributable to the general partner interest of the Partnership held by Ms. Hudson individually. Ms. Hudson disclaims beneficial ownership of the shares of

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Common Stock owned by the Partnership except to the extent of her pecuniary interest therein. The shares reported also include 331,566 shares of Common Stock owned by the Nancy Bixby Hudson Trust dated December 11, 1997, for which Ms. Hudson is a beneficiary and serves as trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.