BUTCH THOMAS W Form 4/A

January 31, 2006

FORM 4

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

OMB Number: 3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

response...

1(b).

(Print or Type Responses)

See Instruction

1. Name and A BUTCH TH	ddress of Reporting P	Symbol WADDI	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) 6300 LAMA	(First) (M	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005			Director 10% Owner Street (give title Other (specify below) SVP & Chief Marketing Officer			
OVERLANI	(Street) D PARK, KS 6620	Filed(Mont 01/03/20	4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	(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)	TransactionAcq Code Disp (Instr. 8) (Ins	decurities quired (A) or posed of (D) str. 3, 4 and 5) (A) or nount (D) Price	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)		
Class A Common					84,179 (1)	D			

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

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SEC 1474

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ1	mount		
								or			
						Date	Expiration		ımber		
						Exercisable	Date	of			
				Code V	(A) (D)				ares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUTCH THOMAS W 6300 LAMAR AVENUE OVERLAND PARK, KS 66202

SVP & Chief Marketing Officer

Signatures

Thomas W. 01/31/2006 Butch

**Signature of Date Reporting Person

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).

As originally reported, this line item correctly reported the gift transaction of 5,268 shares; however, Column 5 (the total number of securities directly held by Mr. Butch following such transaction) contained an error by transposing two numbers in the total holdings reported. Following such transaction, Mr. Butch's direct ownership should reflect 84,179 shares (not 84,719 as originally stated). The original Form 4, filed January 3, 2006, is hereby amended to correctly state total direct holdings.

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.

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