

KANSAS CITY LIFE INSURANCE CO
Form 10-K/A
February 24, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 2-40764

KANSAS CITY LIFE INSURANCE COMPANY

(Exact Name of registrant as specified in its charter)

| | |
|---|--|
| Missouri (State or other jurisdiction of incorporation or organization) | 44-0308260 (I.R.S. Employer Identification No.) |
| 3520 Broadway, Kansas City, Missouri (Address of principal executive offices) | 64111-2565 (Zip Code) |
| 816-753-7000 Registrant's telephone number, including area code | |

Securities registered pursuant to section 12(b) of the Act:

| | |
|-------------------------------|--|
| Title of each class | Name of each exchange on which registered |
| \$1.25 par value common stock | NASDAQ Capital Market LLC |

Securities registered pursuant to section 12(b) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of December 31, 2009, 11,565,091 shares of Kansas City Life Insurance Company's common stock par value \$1.25 were outstanding, and the aggregate market value of the common stock (based upon the average of bid and ask price according to Company records) on June 30, 2009 of Kansas City Life Insurance Company held by non-affiliates was approximately \$98,854,311.

Explanatory Note

This Amendment No. 2 to Form 10-K is being filed for the purpose of correcting the table of exhibits of Amendment No. 1 to Form 10-K for the year ended December 31, 2009. Specifically, in this Amendment the Company has marked the Exhibit index to identify that portions of certain exhibits are being treated as confidential pursuant to an application for confidential treatment filed with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

This Amendment No. 2 does not affect any other section of the Original Report or Amendment No. 1 not otherwise discussed herein and continues to speak as of the date of the Original Report. Accordingly, this Amendment No. 2 should be read in conjunction with our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Report, including any amendments to those filing.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

(b) Exhibits

| Exhibit Number: | Basic Documents: |
|-----------------|--|
| 10(e) | The Coinsurance Agreement between Kansas City Life Insurance Company and Transamerica Occidental Life Insurance Company of Cedar Rapids, Iowa effective January 19, 2005. ⁽¹⁾ |
| 10(f) | The Automatic YRT Reinsurance Agreement between Sunset Life Insurance Company of America and RGA Reinsurance Company effective January 1, 2002. ⁽¹⁾ |
| 10(g) | The Automatic and Facultative Reinsurance Agreement (Coinsurance Basis) between Kansas City Life Insurance Company and Security Life of Denver Insurance Company effective May 1, 2002. ⁽¹⁾ |
| 10(h) | The Automatic and Facultative Coinsurance Reinsurance Agreement between Kansas City Life Insurance Company and RGA Reinsurance Company effective May 1, 2002. ⁽¹⁾ |
| 10(i) | The Coinsurance Life Reinsurance Agreement between Old American Insurance Company and Employers Reassurance Corporation effective December 1, 1989. ⁽¹⁾ |
| 10(j) | Kansas City Life Insurance Company Voting Agreement. [Filed in the Company's 8-K Report on November 3, 2004] |
| 10(k) | Kansas City Life Insurance Company Annual Incentive Plan Agreement. |
| 10(l) | Kansas City Life Insurance Company Long Term Incentive Plan Agreement. |
| 10(m) | Kansas City Life Insurance Company Severance Plan. |
| 10(n) | Kansas City Life Insurance Company Cash Balance Pension Plan. |
| 10(o) | Kansas City Life Insurance Company Employee Medical Plan. |
| 31(a) | Section 302 Certification. |
| 31(b) | Section 302 Certification. |
| 32(a) | Section 1350 Certification. |

⁽¹⁾ Certain portions of this Exhibit have been omitted pursuant to an application for confidential treatment filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KANSAS CITY LIFE INSURANCE COMPANY

By: /s/ David A. Laird
David A. Laird
Vice President and Controller
(Principal Accounting Officer)
Date: February 24, 2011