

KANSAS CITY LIFE INSURANCE CO
 Form 5
 February 17, 2009

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 *
 BIXBY ROBERT PHILIP

(Last) (First) (Middle)

C/O KANSAS CITY LIFE INSURANCE CO, 3520 BROADWAY

(Street)

KANSAS CITY, MO 64111

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres., CEO & Chair of Board

6. Individual or Joint/Group Reporting

(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)		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)
				Amount	Price			
Common Stock, \$1.25 par value	12/31/2008		G	1,674	D	\$ ⁽¹⁾ / ₍₂₎ 333,769	D	
Common Stock, \$1.25 par	12/31/2008		J ⁽¹⁾⁽²⁾	20,573	A	\$ ⁽¹⁾ / ₍₂₎ 0	I	See footnote ⁽⁶⁾

value

Common
Stock,
\$1.25 par
value

12/31/2008

À

J⁽¹⁾⁽²⁾

61,669

D

\$ ⁽¹⁾
(2)

2,026,220

I

See
footnotes
(3) (4) (5) (6)

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIXBY ROBERT PHILIP C/O KANSAS CITY LIFE INSURANCE CO 3520 BROADWAY KANSAS CITY, MO 64111	À X	À X	À Pres., CEO & Chair of Board	À

Signatures

Robert Philip Bixby, signed by William A. Schalekamp as power of attorney

02/10/2009

**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) Effective on December 31, 2008, pursuant to the mandatory provisions of the agreement of WEB Interests, Ltd., a Texas partnership (the "Partnership"), (a) an indirect pecuniary interest in 61,666 shares of common stock, \$1.25 par value of Kansas City Life Insurance Company ("Common Stock"), owned by the Partnership was transferred from Mr. Bixby in his capacity as a co-trustee of the Walter E. Bixby, Jr. Revocable Trust dated July 28, 1999, as amended ("WEB Trust"), a Class C limited partner and a general partner of the

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Partnership, to the Class B limited partners;

(cont. of footnote 1) (b) an indirect pecuniary interest in 3 shares of Common Stock owned by the Partnership was transferred from Mr. Bixby, as a general partner in his individual capacity, to certain other partners, and (c) an indirect pecuniary interest in 20,573 shares was

- (2) transferred to Mr. Bixby in his capacity as the sole trustee of each of the GST Robert Philip Bixby Trust and the Issue Trust for Robert Philip Bixby (collectively, the "RPB Trusts") and co-trustee of the WEB Trust, each as Class A and Class B limited partners, from certain other partners;

As a general partner of the Partnership, Mr. Bixby shares with the WEB Trust (a general partner of the Partnership) and the other trustees of the WEB Trust (each of whom is also a general partner of the Partnership) the power to dispose of all of the 2,358,340 shares of Common Stock owned by the Partnership. Mr. Bixby disclaims beneficial ownership in all but 2,026,220 shares owned by the Partnership

- (3) as he has a pecuniary interest in such shares. These shares include: (a) 1,860,160 shares for which Mr. Bixby as a limited partner and a general partner of the Partnership, in his capacity as a co-trustee of the WEB Trust, has an indirect pecuniary interest, (b) 190 shares for which Mr. Bixby as an individual general partner of the Partnership has an indirect pecuniary interest, and (c) 165,870 shares for which Mr. Bixby as a limited partner, in his capacity as the sole trustee of each of the RPB Trusts, has an indirect pecuniary interest;
- (4) As co-trustee of the Walter E. Bixby Descendants Trust, Mr. Bixby shares the power to dispose of 395,785 shares of Common Stock owned by these trusts, but he disclaims beneficial ownership of these shares as he has no pecuniary interest in these shares;
- (5) These shares do not include shares owned in any of Kansas City Life Insurance Company's benefit plans; and

As reported on a Schedule 13D filed by the Bixby family group with the Securities and Exchange Commission on November 2, 2004, the

(6) sole voting power for all the shares described herein is held by Mr. Lee M. Vogel pursuant to a Voting Agreement dated October 31, 2004.

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.