

HANDLEY TERRY W
 Form 4
 March 13, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HANDLEY TERRY W

2. Issuer Name and Ticker or Trading Symbol
 CASEYS GENERAL STORES INC
 [CASY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE SE CONVENIENCE BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2019

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

ANKENY, IA 50021

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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			
Common Stock	03/13/2019		M	5,000 A \$ 44.39	36,945	D	
Common Stock	03/13/2019		S	5,000 D \$ 130.05 ⁽¹⁾	31,945	D	
Common Stock					11,870 ⁽²⁾	I	Voting and tender rights under 401k plan

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - right to buy ⁽³⁾	\$ 44.39	03/13/2019		M	5,000	06/23/2014 06/23/2021	Common Stock	5,000	
Restricted stock units ⁽⁴⁾	⁽⁵⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock	6,000	
Restricted stock units ⁽⁶⁾	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock	3,250	
Restricted stock units ⁽⁷⁾	⁽⁵⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock	3,308	
Restricted stock units ⁽⁸⁾	⁽⁵⁾					⁽⁸⁾ ⁽⁸⁾	Common Stock	3,590	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANDLEY TERRY W ONE SE CONVENIENCE BLVD. ANKENY, IA 50021	X		President and CEO	

Signatures

Scott Faber, under Power of Attorney dated March 3,
2017

03/13/2019

__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).

- The price reported is a weighted average price provided by the broker. These shares were sold in multiple transactions at prices ranging
- (1) from \$129.71 to \$130.70. Mr. Handley undertakes to provide to Casey's General Store, Inc., any security holder thereof, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) Allocated to Mr. Handley's 401k account as of April 30, 2018. Does not include any shares allocated by the plan trustee after that date.
 - (3) Pursuant to terms and conditions of 2009 Stock Incentive Plan.

Pursuant to a Restricted Stock Units Agreement dated as of April 12, 2016, executed in conjunction with Mr. Handley's employment

- (4) agreement of the same date. These units vest over a 5-year period, commencing on May 1, 2017 and thereafter on each May 1 of the following 4 years, at the rate of 2,000 units (20% of the total units awarded) per year.

- (5) Each restricted stock unit represents the right to receive, following vesting, one share of Common Stock.

- (6) Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 2, 2019.

Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 15, 2020. Not included in the reported award amount is a target amount of performance-based restricted stock units that will vest on June 15, 2020, but which are subject to the satisfaction of certain performance criteria other than solely the price of Casey's Common Stock; the final amount of shares earned, if any, will be reported upon vest and satisfaction of those performance measures.

- (7)

Pursuant to terms and conditions of 2009 Stock Incentive Plan. This award will vest in full on June 15, 2021. Not included in the reported award amount is a target amount of performance-based restricted stock units that will vest on June 15, 2021, but which are subject to the satisfaction of certain performance criteria other than solely the price of Casey's Common Stock; the final amount of shares earned, if any, will be reported upon vest and satisfaction of those performance measures.

- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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