

Mihal Shawn M.
Form 4
January 11, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mihal Shawn M.

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) (First) (Middle)
6300 LAMAR AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP - Broker-Dealer

OVERLAND PARK, KS 66202

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

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) (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 Ownership (Instr. 4)
Class A Common	01/10/2019		F	1,539 D \$ 17.77	59,925	D	
Class A Common	01/10/2019		M	4,443 (1) A (2)	64,368	D	
Class A Common	01/10/2019		D	4,443 (1) D \$ 17.77	59,925	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/10/2019		M	1,623	01/10/2019	01/10/2019	Class A Common	1,623
Restricted Stock Units	(2)	01/10/2019		M	2,820	01/10/2019	01/10/2019	Class A Common	2,820

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mihal Shawn M. 6300 LAMAR AVENUE OVERLAND PARK, KS 66202	SVP - Broker-Dealer

Signatures

Shawn M. Mihal 01/11/2019

**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).

- (1) Vesting of cash-settled restricted stock units is reported as a deemed acquisition and disposition of the number of shares of Class A Common Stock underlying the vested restricted stock units.
- (2) Each restricted stock unit represents a contingent right to a cash payment equal to the fair market value on the vesting date of one share of Issuer's Class A Common Stock.

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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