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STROHM M	IICHAEL D											
Form 4												
February 21,												
FORM		статр	SECUD	TTIE			TT A N		COMMERICAN		PPROVAL	
	UNITED	SIAIES				ND EXC D.C. 205		GEC	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 of Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur ns inue.	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ed pursuant to Section 16(a) of the Securities Exchange Act of 1934, on 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type F	Responses)											
1. Name and Address of Reporting Person <u>*</u> STROHM MICHAEL D			2. Issuer Name and Ticker or Trading Symbol WADDELL & REED FINANCIAL INC [WDR]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M				3. Date of Earliest Transaction (Month/Day/Year) 01/25/2012					Director 10% Owner XOfficer (give title Other (specify below) SVP & Chief Operations Officer			
OVERI AN	(Street) D PARK, KS 66	202	4. If Amer Filed(Mon			-			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting Pe	erson	
O V LIKLAN	D I AKK, KS 00.	202							Person			
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	f 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or					Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
				Code	v	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common	01/25/2012			G <u>(1)</u>	V	22,703	D	\$0	138,226	D		
Class A Common	01/25/2012			G	v	11,403	А	\$0	45,336 <u>(2)</u>	I	Personal Trust	
Class A Common	01/25/2012			G	V	11,300	А	\$0	24,200 <u>(3)</u>	I	Spouse's Trust	

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

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addres	s	Relationships							
	Director	10% Owner	Officer	Other					
STROHM MICHAEL D 6300 LAMAR AVENUE OVERLAND PARK, KS 6620)2		SVP & Chief Operations Officer						
Signatures									
Michael D. 02 Strohm 02	2/21/2012								

<u>**</u>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) Transfer of shares to trusts for estate planning purposes.
- (2) These shares are held in trust for the benefit of Mr. Strohm. Mr. and Mrs. Strohm are co-trustees of the trust.
- (3) These shares are held in trust for the benefit of Mrs. Strohm. Mr. and Mrs. Strohm are co-trustees of the trust.

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.