

HANDLEY TERRY W
Form 4
June 16, 2011

FORM 4

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

OMB APPROVAL

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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

(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)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Chief Operating Officer

(Last) (First) (Middle)

ONE CONVENIENCE BLVD., PO BOX 3001

(Street)

ANKENY, IA 50021

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2011

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

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) | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | | | | | 9,889 ⁽¹⁾ | I | | Voting and tender rights under KSOP |
| Common Stock | 06/15/2011 | 06/15/2011 | S | | 10,000 | D | \$ 44 0 | |
| Restricted stock units ⁽³⁾ | | | | | 921 | D | | |

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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) | 8. Price or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Option - right to buy ⁽²⁾ | \$ 14.08 | | | | | 06/06/2006 06/06/2013 | Common Stock | 10,000 |
| Option - right to buy ⁽²⁾ | \$ 20.68 | | | | | 07/05/2010 07/05/2015 | Common Stock | 10,000 |
| Option - right to buy ⁽²⁾ | \$ 26.92 | | | | | 06/25/2010 06/25/2017 | Common Stock | 10,000 |
| Option - right to buy ⁽²⁾ | \$ 25.26 | | | | | 06/23/2012 06/23/2019 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANDLEY TERRY W ONE CONVENIENCE BLVD. PO BOX 3001 ANKENY, IA 50021 | | | Chief Operating Officer | |

Signatures

William J. Noth, under Power of Attorney dated
06/09/2003

06/16/2011

__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) Allocated to Mr. Handley's KSOP account as of April 30, 2011. Does not include any shares allocated by KSOP trustee after that date.
- (2) Pursuant to terms and conditions of 2000 Stock Option Plan (or predecessor plan).
- (3) Pursuant to 2009 Stock Incentive Plan. This award, which vests in full on May 1, 2014, represents the equity component of the amount payable to Mr. Handley under the FY11 annual incentive plan.

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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