SUNDEEN JOHN E JR

Form 4 May 12, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SUNDEEN JOHN E JR			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			WADDELL & REED FINANCIAL INC [WDR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner		
6300 LAMAR AVENUE (Street)			(Month/Day/Year) 05/08/2009	X Officer (give title Other (special below) below) SVP & CAO - Investments		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
OVERLAND PARK, KS 66202				Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	(A) or	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)
Class A Common	05/08/2009		Code V M	Amount 10,000	(D)	Price \$ 16.8333	259,968	D	
Class A Common	05/08/2009		S	300	D	\$ 24.05	259,668	D	
Class A Common	05/08/2009		S	1,097	D	\$ 24.06	258,571	D	
Class A Common	05/08/2009		S	300	D	\$ 24.07	258,271	D	
Class A Common	05/08/2009		S	100	D	\$ 24.08	258,171	D	

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Class A Common	05/08/2009	S	1,100	D	\$ 24.09	257,071	D
Class A Common	05/08/2009	S	200	D	\$ 24.1	256,871	D
Class A Common	05/08/2009	S	767	D	\$ 24.15	256,104	D
Class A Common	05/08/2009	S	1,033	D	\$ 24.16	255,071	D
Class A Common	05/08/2009	S	700	D	\$ 24.17	254,371	D
Class A Common	05/08/2009	S	2,000	D	\$ 24.18	252,371	D
Class A Common	05/08/2009	S	200	D	\$ 24.19	252,171	D
Class A Common	05/08/2009	S	703	D	\$ 24.2	251,468	D
Class A Common	05/08/2009	S	300	D	\$ 24.21	251,168	D
Class A Common	05/08/2009	S	400	D	\$ 24.22	250,768	D
Class A Common	05/08/2009	S	100	D	\$ 24.225	250,668	D
Class A Common	05/08/2009	S	300	D	\$ 24.23	250,368	D
Class A Common	05/08/2009	S	400	D	\$ 24.24	249,968	D

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

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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)	orDerivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount o Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

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Date Expiration Exercisable Date

Amount or Number

Number of Shares

NQSO

(Right to \$ 16.8333 05/08/2009 M 10,000 12/10/2002 12/11/2009 Class A Common 10,000

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SUNDEEN JOHN E JR 6300 LAMAR AVENUE OVERLAND PARK, KS 66202

SVP & CAO - Investments

Signatures

John E. 05/11/2009 Sundeen, Jr.

**Signature of Date
Reporting Person

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) Following the above reported transaction, Mr. Sundeen owns 20,000 options outstanding with an exercise price of \$16.8333 and an expiration date of 12/11/09.

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.

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