

KANSAS CITY SOUTHERN
Form 4
February 15, 2005

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 *
JONES JAMES R

2. Issuer Name and Ticker or Trading Symbol
KANSAS CITY SOUTHERN [KSU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1501 M STREET NW, SUITE 700
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2005

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

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

WASHINGTON, DC 20005

(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)
Common Stock	02/14/2005		P	1,100 A	\$ 18.99 15,580	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 1.8784					11/13/1998	11/12/2007	Common Stock	3,000
Option (Right to Buy)	\$ 2.8589					04/30/1999	04/29/2008	Common Stock	1,500
Option (Right to Buy) ⁽¹⁾	\$ 3.5898					05/03/2000	05/05/2009	Common Stock	1,500
LSAR ⁽¹⁾	\$ 3.5898					<u>(1)</u>	<u>(1)</u>	Common Stock	1,500
Option (Right to Buy) ⁽¹⁾	\$ 5.75					05/02/2001	07/12/2010	Common Stock	30,000
LSAR ⁽¹⁾	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	30,000
Option (Right to Buy) ⁽¹⁾	\$ 5.75					07/13/2003	07/12/2010	Common Stock	6,000
LSAR ⁽¹⁾	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	6,000
Option (Right to Buy) ⁽¹⁾	\$ 12.5					05/01/2002	05/02/2011	Common Stock	10,000
LSAR ⁽¹⁾	\$ 12.5					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000
Option (Right to Buy) ⁽¹⁾	\$ 16.02					04/30/2003	05/01/2012	Common Stock	10,000
LSAR ⁽¹⁾	\$ 16.02					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000

Option (Right to Buy) ⁽¹⁾	\$ 11.05	05/01/2004	04/30/2013	Common Stock	10,000
LSAR ⁽¹⁾	\$ 11.05	<u>(1)</u>	<u>(1)</u>	Common Stock	10,000
Option (Right to Buy) ⁽¹⁾	\$ 13.8	<u>(2)</u>	05/05/2014	Common Stock	10,000
LSAR ⁽¹⁾	\$ 13.8	<u>(1)</u>	<u>(1)</u>	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES JAMES R 1501 M STREET NW, SUITE 700 WASHINGTON, DC 20005	X			

Signatures

Julie D. Powell,
Attorney-in-Fact

02/15/2005

 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).

- Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a
- (1) change-in-control of the Company in lieu of related options and are exercisable only for cash. LSARs terminate when the related options are exercised or terminated.
 - (2) These options will become exercisable on May 6, 2005 or on the day prior to the Annual Meeting of Stockholders held in 2005, whichever is first.

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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