

KANSAS CITY SOUTHERN
Form 4
January 08, 2009

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO
BOX 219335

(Street)

KANSAS CITY, MO 64121-9335

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KANSAS CITY SOUTHERN [KSU]

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

01/08/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	01/08/2009		M ⁽¹⁾	1,500 A \$ 3.5898	39,072	D	
Common Stock	01/08/2009		M ⁽¹⁾	36,000 A \$ 5.75	75,072	D	

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

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(9-02)

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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)	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
Option (Right to Buy) ⁽²⁾	\$ 3.5898	01/08/2009		M		1,500		05/03/2000	05/05/2009	Common Stock	1,500
Option (Right to Buy) ⁽²⁾	\$ 5.75	01/08/2009		M		30,000		05/02/2001	07/12/2010	Common Stock	30,000
Option (Right to Buy) ⁽²⁾	\$ 5.75	01/08/2009		M		6,000		07/13/2003	07/12/2010	Common Stock	6,000
Option (Right to Buy) ⁽²⁾	\$ 12.5							05/01/2002	05/02/2011	Common Stock	10,000
LSAR ⁽²⁾	\$ 12.5							⁽²⁾	⁽²⁾	Common Stock	10,000
Option (Right to Buy) ⁽²⁾	\$ 16.02							04/30/2003	05/01/2012	Common Stock	10,000
LSAR ⁽²⁾	\$ 16.02							⁽²⁾	⁽²⁾	Common Stock	10,000
Option (Right to Buy) ⁽²⁾	\$ 11.05							05/01/2004	04/30/2013	Common Stock	10,000
LSAR ⁽²⁾	\$ 11.05							⁽²⁾	⁽²⁾	Common Stock	10,000
Option (Right to Buy) ⁽²⁾	\$ 13.8							05/04/2005	05/05/2014	Common Stock	10,000
LSAR ⁽²⁾	\$ 13.8							⁽²⁾	⁽²⁾	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES JAMES R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X			

Signatures

Brian P. Banks, Attorney-in-fact	01/08/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Options exercised in rule 16b-3 exempt transaction.

Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a

- (2)** 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.

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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