

Lawrence Larry M
Form 4
February 01, 2010

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 *
Lawrence Larry M

(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)

01/29/2010

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)
Exec. VP & Asst. to Chairman

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	01/29/2010		F	51 D \$ 30.55	62,932	D	
Common Stock					11,242 ⁽¹⁾	I	By ESOP
Common Stock					9,652.931 ⁽²⁾	I	by 401(k) & P/S Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control 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)	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 Value 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) ⁽³⁾	\$ 12.575					11/01/2002	10/31/2011	Common Stock	15,000
LSAR ⁽³⁾	\$ 12.575					<u>(3)</u>	<u>(3)</u>	Common Stock	15,000
Option (Right to Buy) ⁽³⁾	\$ 15.8					05/01/2003	04/30/2012	Common Stock	10,000
LSAR ⁽³⁾	\$ 15.8					<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Option (Right to Buy) ⁽³⁾	\$ 11.2					04/01/2008	03/31/2013	Common Stock	15,000
LSAR ⁽³⁾	\$ 11.2					<u>(3)</u>	<u>(3)</u>	Common Stock	15,000
Option (Right to Buy) ⁽³⁾	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000
LSAR ⁽³⁾	\$ 14.6					<u>(3)</u>	<u>(3)</u>	Common Stock	6,000
Option (Right to Buy) ⁽³⁾	\$ 14.53					<u>(4)</u>	02/08/2014	Common Stock	827
LSAR ⁽³⁾	\$ 14.53					<u>(3)</u>	<u>(3)</u>	Common Stock	827
Option (Right to	\$ 19.02					05/04/2006	05/03/2015	Common Stock	19,000

Buy) ⁽³⁾

LSAR ⁽³⁾	\$ 19.02	<u>(3)</u>	<u>(3)</u>	Common Stock	19,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawrence Larry M KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Exec. VP & Asst. to Chairman	

Signatures

Brian P. Banks, Attorney-in-fact	02/01/2010
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__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) 11,242 shares have accrued to my account under the KCS Employee Stock Ownership Plan.
- (2) 9,652,931 shares have accrued to my account under the KCS 401(k) and Profit Sharing Plan.
- (3) Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a 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.
- (4) These options become exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.

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.