

Lawrence Larry M  
 Form 4  
 November 09, 2010

**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 \*  
 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)

05/04/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | Code                                                              | V Amount (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/04/2010                           |                                                    | F                              |                                                                   | 4,345 D \$ 40.45   | 62,090                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/05/2010                           |                                                    | M                              |                                                                   | 15,000 A \$ 12.575 | 77,090                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/05/2010                           |                                                    | M                              |                                                                   | 10,000 A \$ 15.8   | 87,090                                                                                        | D                                                        |                                                       |
| Common Stock                    | 11/05/2010                           |                                                    | M                              |                                                                   | 15,000 A \$ 11.2   | 102,090                                                                                       | D                                                        |                                                       |
| Common Stock                    | 11/05/2010                           |                                                    | M                              |                                                                   | 6,000 A \$ 14.6    | 108,090                                                                                       | D                                                        |                                                       |

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|              |            |   |        |   |                             |        |   |                      |
|--------------|------------|---|--------|---|-----------------------------|--------|---|----------------------|
| Common Stock | 11/05/2010 | S | 46,000 | D | \$<br><u>(1)</u><br>46.1757 | 62,090 | D |                      |
| Common Stock | 11/05/2010 | S | 3,300  | D | \$<br><u>(2)</u><br>46.1185 | 58,790 | D |                      |
| Common Stock | 11/08/2010 | M | 827    | A | \$ 14.53                    | 59,617 | D |                      |
| Common Stock | 11/08/2010 | M | 19,000 | A | \$ 19.02                    | 78,617 | D |                      |
| Common Stock | 11/08/2010 | S | 19,827 | D | \$<br><u>(3)</u><br>46.4141 | 58,790 | D |                      |
| Common Stock | 11/05/2010 | S | 10,316 | D | \$<br><u>(4)</u><br>46.1922 | 0      | I | by 401(k) & P/S Plan |
| Common Stock |            |   |        |   |                             | 11.242 | I | By ESOP              |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|----------------------------|
|                                                     |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 12.575                                              | 11/05/2010                           |                                                    | M <sup>(6)</sup>               | 15,000                                                                                  | 11/01/2002                                               | 10/31/2011                                                  | Common Stock               | 15,000                     |
| LSAR <sup>(5)</sup>                                 | \$ 12.575                                              | 11/05/2010                           |                                                    | J <sup>(6)</sup>               | 15,000                                                                                  | <sup>(5)</sup>                                           | <sup>(5)</sup>                                              | Common Stock               | 15,000                     |

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|                                                     |          |            |                  |        |                           |                |              |        |
|-----------------------------------------------------|----------|------------|------------------|--------|---------------------------|----------------|--------------|--------|
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 15.8  | 11/05/2010 | M <sup>(6)</sup> | 10,000 | 05/01/2003                | 04/30/2012     | Common Stock | 10,000 |
| LSAR <sup>(5)</sup>                                 | \$ 15.8  | 11/05/2010 | J <sup>(6)</sup> | 10,000 | <sup>(5)</sup>            | <sup>(5)</sup> | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 11.2  | 11/05/2010 | M <sup>(6)</sup> | 15,000 | 04/01/2008                | 03/31/2013     | Common Stock | 15,000 |
| LSAR <sup>(5)</sup>                                 | \$ 11.2  | 11/05/2010 | J <sup>(6)</sup> | 15,000 | <sup>(5)</sup>            | <sup>(5)</sup> | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 14.6  | 11/05/2010 | M <sup>(6)</sup> | 6,000  | 01/02/2005                | 01/01/2014     | Common Stock | 6,000  |
| LSAR <sup>(5)</sup>                                 | \$ 14.6  | 11/05/2010 | J <sup>(6)</sup> | 6,000  | <sup>(5)</sup>            | <sup>(5)</sup> | Common Stock | 6,000  |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 14.53 | 11/08/2010 | M <sup>(6)</sup> | 827    | <sup>(7)</sup>            | 02/08/2014     | Common Stock | 827    |
| LSAR <sup>(5)</sup>                                 | \$ 14.53 | 11/08/2010 | J <sup>(6)</sup> | 827    | <sup>(5)</sup>            | <sup>(5)</sup> | Common Stock | 827    |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 19.02 | 11/08/2010 | M <sup>(6)</sup> | 19,000 | 05/04/2006                | 05/03/2015     | Common Stock | 19,000 |
| LSAR <sup>(5)</sup>                                 | \$ 19.02 | 11/08/2010 | J <sup>(6)</sup> | 19,000 | <sup>(5)</sup>            | <sup>(5)</sup> | Common Stock | 19,000 |
| Employee Stock Option (Right to Buy)                | \$ 35.41 |            |                  |        | 03/01/2013 <sup>(8)</sup> | 02/29/2020     | Common Stock | 11,400 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

## Edgar Filing: Lawrence Larry M - Form 4

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

11/09/2010

        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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.32, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.10 to \$46.13, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.205 to \$46.65, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.09 to \$46.29, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) 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.

(6) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.

(7) These options became exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.

(8) Prior to March 1, 2013, this option may become exercisable in 1/3 increments if the daily closing price of Kansas City Southern's common stock on the New York Stock Exchange is greater than or equal to \$38.95, \$42.85, and \$47.14, respectively, for at least 30 consecutive trading days.

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.