HAVERTY MICHAEL R

Form 4

October 18, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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5. Relationship of Reporting Person(s) to

Persons who respond to the collection of

information contained in this form are not

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

	MICHAEL R	_	Symbol			SOUTHE			Issuer		
(Last) KANSAS O BOX 21933	(First) CITY SOUTHE	(Middle)	3. Date of (Month/E) 10/17/2	f Earlies Oay/Year	t Tra		ZICIN	[K3O]	_X_ Director _X_ Officer (give below)		Owner er (specify
KANSAS ((Street)	21-9335	4. If Ame Filed(Mon			te Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	-	rson
(City)	(State)	(Zip)	Tabl	le I - No	n-D	erivative S	Securi	ties Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	Code (Instr. Code	8)	4. Securitin(A) or Dis (Instr. 3, 4)	(A) or (D)	of (D)	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)
Stock	10/17/2011			J <u>(1)</u>		22,112	A	57.15	590,399	D	
Common Stock									20,677.812	I	Held by 401(k) and P/S Plan
Common Stock									29,745.961 (2)	I	Held by ESOP
Reminder: Rep	port on a separate l	line for each c	lass of secu	rities be	nefi	cially own	ed dir	ectly or in	ndirectly.		

SEC 1474

(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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	
Employee Stock Option (Right to Buy) (3)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	13,207	
LSAR (3)	\$ 13.42					<u>(3)</u>	<u>(3)</u>	Common Stock	13,207	
Employee Stock Option (Right to Buy) (3)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,901	
LSAR (3)	\$ 12.55					<u>(3)</u>	<u>(3)</u>	Common Stock	15,901	
Employee Stock Option (Right to Buy) (3)	\$ 12.55					01/16/2008	01/15/2013	Common Stock	90,000	
LSAR (3)	\$ 12.55					(3)	(3)	Common Stock	90,000	
Employee Stock Option (Right to Buy) (3)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	90,000	
LSAR (3)	\$ 14.6					(3)	(3)	Common	90,000	

				Stock	
Employee Stock Option (Right to Buy) (3)	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689
LSAR (3)	\$ 14.53	(3)	(3)	Common Stock	13,689
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(4)	02/29/2020	Common Stock	49,200
Employee Stock Option (Right to Buy)	\$ 52.62	<u>(5)</u>	02/22/2021	Common Stock	15,700

Reporting Owners

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

Signatures

Brian P. Banks, Attorney-in-fact

**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).
- On October 16, 2008, Mr. Haverty's wife, Mrs. Haverty, established and contributed Kansas City Southern common stock to a grantor retained annuity trust (the "2008 GRAT"). Mr. Haverty does not have a reporting duty for the shares held in the 2008 GRAT under Section 16(a) of the Securities Exchange Act of 1934 because Mrs. Haverty is not the trustee and does not have investment control over the shares. On October 17, 2011, 22,112 shares were distributed from the 2008 GRAT to Mr. and Mrs. Haverty as an annuity payment.
- (2) The amount of shares was reduced by 0.326 shares since the date of the reporting person's last ownership report due to an administrative fee that was charged to the account.
- (3) 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) 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

Reporting Owners 3

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consecutive trading days. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.

(5) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

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.