

HAVERTY MICHAEL R
Form 4
November 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HAVERTY MICHAEL 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)

10/31/2011

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)
Executive 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	10/31/2011		M		13,207	A	\$ 13.42
Common Stock	10/31/2011		M		58,790	A	\$ 12.55
Common Stock	10/31/2011		F		39,230 (4)	D	\$ 65.0945
Common Stock					20,677.812	I	
					29,745.961	I	

Held by 401(k) and P/S Plan

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Common
Stock

Held by
ESOP

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)

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) ⁽¹⁾	\$ 13.42	10/31/2011		M ⁽⁵⁾	13,207	02/06/2002	02/05/2012	Common Stock	13,207
LSAR ⁽¹⁾	\$ 13.42	10/31/2011		J ⁽⁵⁾	13,207	⁽¹⁾	⁽¹⁾	Common Stock	13,207
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,900
LSAR ⁽¹⁾	\$ 12.55					⁽¹⁾	⁽¹⁾	Common Stock	15,900
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.55	10/31/2011		M ⁽⁵⁾	58,790	01/16/2008	01/15/2013	Common Stock	58,790
LSAR ⁽¹⁾	\$ 12.55	10/31/2011		J ⁽⁵⁾	58,790	⁽¹⁾	⁽¹⁾	Common Stock	58,790
Employee Stock Option	\$ 14.6					01/02/2005	01/01/2014	Common Stock	90,000

(Right to Buy) ⁽¹⁾

LSAR ⁽¹⁾ \$ 14.6 (1) (1) Common Stock 90,0

Employee Stock Option (Right to Buy) ⁽¹⁾

\$ 14.53 02/09/2004 02/08/2014 Common Stock 13,6

LSAR ⁽¹⁾ \$ 14.53 (1) (1) Common Stock 13,6

Employee Stock Option (Right to Buy)

\$ 35.41 03/01/2013⁽²⁾ 02/29/2020 Common Stock 49,2

Employee Stock Option (Right to Buy)

\$ 52.62 (3) 02/22/2021 Common Stock 15,7

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, 11/01/2011
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).

(1) 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.

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

(2) 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.

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- (3) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.
- (4) Of these shares, 14,056 shares were surrendered to pay the option price and 25,174 shares were withheld to pay taxes for the reporting person's employee stock option exercise.
- (5) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.

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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