

HAVERTY MICHAEL R
Form 4
December 09, 2011

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 *
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)

12/08/2011

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 or Price		
Common Stock	11/30/2011		G		795 D \$ 0	D	
Common Stock	12/05/2011		G		73 D \$ 0	D	
Common Stock	12/08/2011		M		25,700 A \$ 12.55	D	
Common Stock	12/08/2011		F		13,890 (2) D \$ 66.955	D	
Common Stock						I	Held by 401(k) and P/S
							20,677.812

Common Stock	29,745.961	I	Plan Held by ESOP
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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	
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,9
LSAR ⁽³⁾	\$ 12.55					<u>(3)</u>	<u>(3)</u>	Common Stock	15,9
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 12.55	12/08/2011		M ⁽⁶⁾	25,700	01/16/2008	01/15/2013	Common Stock	25,7
LSAR ⁽³⁾	\$ 12.55	12/08/2011		J ⁽⁶⁾	25,700	<u>(3)</u>	<u>(3)</u>	Common Stock	25,7
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.6					01/02/2005	01/01/2014	Common Stock	90,0
LSAR ⁽³⁾	\$ 14.6					<u>(3)</u>	<u>(3)</u>	Common Stock	90,0
Employee Stock	\$ 14.53					02/09/2004	02/08/2014	Common Stock	13,6

Option
(Right to
Buy) ⁽³⁾

LSAR ⁽³⁾ \$ 14.53 (3) (3) Common Stock 13,6

Employee
Stock
Option
(Right to
Buy)

\$ 35.41 03/01/2013⁽⁴⁾ 02/29/2020 Common Stock 49,2

Employee
Stock
Option
(Right to
Buy)

\$ 52.62 (5) 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,
Attorney-in-fact 12/09/2011

 **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) Includes 320 shares acquired on June 30, 2011 through the KCS Employee Stock Purchase Plan.

(2) Of these shares, 4,817 shares were surrendered to pay the option price and 9,073 shares were withheld to pay taxes for the reporting person's employee stock option exercise.

(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.

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. 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.

(6) 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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