

HAVERTY MICHAEL R
Form 4
February 09, 2006

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)

02/08/2006

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)

Chairman, President & CEO

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)
Common Stock	02/08/2006		I	V Amount \$ 3,367.185 A 24.089	29,732.645	I	Held by ESOP
Common Stock					1,006,147	D	
Common Stock					412	I	Held by child
Common Stock					375,000	I	Held by trust
Common Stock					11,032.515	I	Held by 401(k) & P/S Plan

(1)

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 Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 5.75							07/13/2003	07/12/2010	Common Stock	198,000
LSAR ⁽²⁾	\$ 5.75							⁽²⁾	⁽²⁾	Common Stock	198,000
Option (Right to Buy) ⁽²⁾	\$ 5.75							07/13/2001	07/12/2010	Common Stock	990,000
LSAR ⁽²⁾	\$ 5.75							⁽²⁾	⁽²⁾	Common Stock	990,000
Option (Right to Buy) ⁽²⁾	\$ 14.34							02/27/2001	02/26/2011	Common Stock	12,363
LSAR ⁽²⁾	\$ 14.34							⁽²⁾	⁽²⁾	Common Stock	12,363
Option (Right to Buy) ⁽²⁾	\$ 13.42							02/06/2002	02/05/2012	Common Stock	13,207
LSAR ⁽²⁾	\$ 13.42							⁽²⁾	⁽²⁾	Common Stock	13,207
Option (Right to Buy) ⁽²⁾	\$ 12.55							01/16/2003	01/15/2013	Common Stock	15,901

LSAR ⁽²⁾	\$ 12.55	<u>(2)</u>	<u>(2)</u>	Common Stock	15,901
Option (Right to Buy) ⁽²⁾	\$ 12.55	01/16/2008	01/15/2013	Common Stock	90,000
LSAR ⁽²⁾	\$ 12.55	<u>(2)</u>	<u>(2)</u>	Common Stock	90,000
Option (Right to Buy) ⁽²⁾	\$ 14.6	01/02/2005	01/01/2014	Common Stock	90,000
LSAR ⁽²⁾	\$ 14.6	<u>(2)</u>	<u>(2)</u>	Common Stock	90,000
Option (Right to Buy) ⁽²⁾	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689
LSAR ⁽²⁾	\$ 14.53	<u>(2)</u>	<u>(2)</u>	Common Stock	13,689

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		Chairman, President & CEO	

Signatures

Julie D. Powell,
Attorney-in-fact

02/09/2006

 **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) A total of 11,032.515 shares have accrued to my account under the Company's 401(k) and Profit Sharing Plan.

Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a

(2) 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.

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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