

ERDMAN WARREN K
Form 4
November 05, 2009

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 *
ERDMAN WARREN K

2. Issuer Name and Ticker or Trading Symbol
KANSAS CITY SOUTHERN [KSU]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
KANSAS CITY SOUTHERN, PO BOX 219335
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

KANSAS CITY, MO 64121-9335
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	11/04/2009		M		25,666 A \$ 5.75	96,690 ⁽¹⁾	D
Common Stock	11/04/2009		M		480 A \$ 14.34	97,170 ⁽¹⁾	D
Common Stock	11/04/2009		M		513 A \$ 13.42	97,683 ⁽¹⁾	D
Common Stock	11/04/2009		M		15,670 A \$ 12.55	113,353 ⁽¹⁾	D
Common Stock	11/04/2009		M		6,000 A \$ 14.6	119,353 ⁽¹⁾	D

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Common Stock	11/04/2009		M	699	A	\$ 14.53	120,052 ⁽¹⁾	D	
Common Stock	11/04/2009		S	49,028	D	\$ 26.58 ₍₂₎	71,024 ⁽¹⁾	D	
Common Stock							945.721	I	Held by ESOP ⁽³⁾

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽⁴⁾	\$ 5.75	11/04/2009		M ⁽⁶⁾		25,666		07/13/2001	07/12/2010	Common Stock	25,666
LSAR ⁽⁴⁾	\$ 5.75	11/04/2009		J ⁽⁶⁾		25,666		⁽⁴⁾	⁽⁴⁾	Common Stock	25,666
Option (Right to Buy) ⁽⁴⁾	\$ 14.34	11/04/2009		M ⁽⁶⁾		480		⁽⁵⁾	02/26/2011	Common Stock	480
LSAR ⁽⁴⁾	\$ 14.34	11/04/2009		J ⁽⁶⁾		480		⁽⁴⁾	⁽⁴⁾	Common Stock	480
Option (Right to Buy) ⁽⁴⁾	\$ 13.42	11/04/2009		M ⁽⁶⁾		513		02/06/2002	02/05/2012	Common Stock	513
LSAR ⁽⁴⁾	\$ 13.42	11/04/2009		J ⁽⁶⁾		513		⁽⁴⁾	⁽⁴⁾	Common Stock	513
Option (Right to Buy) ⁽⁴⁾	\$ 12.55	11/04/2009		M ⁽⁶⁾		670		01/16/2003	01/15/2013	Common Stock	670

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- Limited Rights and Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. Limited Rights and LSARs
- (4) become exercisable only following a change-in-control of the Company in lieu of related options and are exercisable only for cash. Limited Rights and LSARs terminate when the related options are exercised or terminated.
 - (5) 240 options became exercisable on 02/27/01 and 240 options became exercisable on 06/23/01.
 - (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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