Lawrence Larry M Form 4 March 02, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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

Check this box

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

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person *  Lawrence Larry M			er Name <b>and</b> AS CITY		_	Issuer			
(Last)		of Earliest Tr			(Cl	(Check all applicable)			
(Last)	(First) (M	,	or Earnest 11 Day/Year)	ansaction		Director	109	% Owner	
			-			X_ Officer (g	X_ Officer (give title Other (specify		
	(Street)		endment, Da	te Origina	ıl	6. Individual or	6. Individual or Joint/Group Filing(Check		
Filed			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
KANSAS C	CITY, MO 64121-9	9335				Person	y More than One K	eporting	
(City)	(State) (Z	Zip) Tab	le I - Non-D	<b>Derivative</b>	Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	on(A) or D (D) (Instr. 3,	oisposed of , 4 and 5) (A) or	red 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	02/26/2010		F	613	D $\frac{\$}{34}$	62,305	D		
Common Stock	03/01/2010		A	6,213	A \$	0 68,518	D		

11.242

9,652.931

Ι

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

By ESOP

by 401(k)

& P/S Plan

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion (	5. Number Derivativ Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	ve es d (A) esed of			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	J	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (1)	\$ 12.575							11/01/2002	10/31/2011	Common Stock	15,0
LSAR (1)	\$ 12.575							<u>(1)</u>	<u>(1)</u>	Common Stock	15,0
Employee Stock Option (Right to Buy) (1)	\$ 15.8							05/01/2003	04/30/2012	Common Stock	10,0
LSAR (1)	\$ 15.8							<u>(1)</u>	<u>(1)</u>	Common Stock	10,0
Employee Stock Option (Right to Buy) (1)	\$ 11.2							04/01/2008	03/31/2013	Common	15,0
LSAR (1)	\$ 11.2							<u>(1)</u>	<u>(1)</u>	Common Stock	15,0
Employee Stock Option (Right to Buy) (1)	\$ 14.6							01/02/2005	01/01/2014	Common	6,00
LSAR (1)	\$ 14.6							<u>(1)</u>	<u>(1)</u>	Common Stock	6,00

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Employee Stock Option (Right to Buy) (1)	\$ 14.53				<u>(2)</u>	02/08/2014	Common Stock	827
LSAR (1)	\$ 14.53				<u>(1)</u>	<u>(1)</u>	Common Stock	82
Employee Stock Option (Right to Buy) (1)	\$ 19.02				05/04/2006	05/03/2015	Common Stock	19,0
LSAR (1)	\$ 19.02				<u>(1)</u>	<u>(1)</u>	Common Stock	19,0
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2010	A	11,400	03/01/2013(3)	02/29/2020	Common Stock	11,4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
toporting of the rame, radicos	Director	10% Owner	Officer	Other			
Lawrence Larry M KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Exec. VP & Asst. to Chairman				

#### **Signatures**

Brian P. Banks, Attorney-in-fact 03/02/2010

\*\*Signature of Reporting Person

### **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).
- Limited Stock Appreciation Rights ("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.
- These options become exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.
- 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.

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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