#### Edgar Filing: Starling David L - Form 4

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March 01, 20	011										
FORM	14					CTT A	NODO		OMB AF	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549							COMMISSION	OMB 3235-028			
Check th			v v ac	, migton,	D.C. 20	577			Expires:	January 31,	
if no longer subject to Section 16. Form 4 or				SECUR	ITIES				Estimated average burden hours per response		
Form 5 obligatio may cont <i>See</i> Instr 1(b).	ns Section 17(a	a) of the	Public U		ling Con	npan	y Act of	e Act of 1934, E 1935 or Section 0	1		
(Print or Type ]	Responses)										
Starling David L Symbol				r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
ŀ			KANSA	AS CITY S	SOUTH	ERN	[KSU]	(Check all applicable)			
(Last)	(First) (N	Middle)		Earliest Tra	ansaction			Director	100	Owner	
KANSAS C BOX 21933	CITY SOUTHERN 35	N, PO	(Month/D 02/28/20	-				Officer (give below)		er (specify	
	(Street)		4. If Amendment, Date O Filed(Month/Day/Year)			1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KANSAS C	CITY, MO 64121-	9335						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/28/2011			F	2,676	D	\$ 54.27	106,860	D		
Common Stock	02/28/2011			F	1,290	D	\$ 53.84	105,570	D		

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

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# 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. Transacti Code (Instr. 8)	of De Se (A Di of (Ir				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (1)	\$ 51.55						07/30/2013	07/29/2018	Common Stock	3,880
LSAR (1)	\$ 51.55						<u>(1)</u>	<u>(1)</u>	Common Stock	3,880
Employee Stock Option (Right to Buy)	\$ 35.41						03/01/2013 <u>(2)</u>	02/29/2020	Common Stock	20,600
Employee Stock Option (Right to Buy)	\$ 52.62						<u>(3)</u>	02/22/2021	Common Stock	21,900

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Starling David L KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			President & CEO					
Signatures								
Brian P. Banks, Attorney-in-fact	03/01/201	.1						
**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).

Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a(1) 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 6,867 of these options became exercisable on November 19, 2010. The second target was met and 6,867 of these options became exercisable on December 8, 2010. The third target was met and 6,866 of these options became exercisable on January 7, 2011.
- (3) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.