

HAVERTY MICHAEL R
Form 4
October 18, 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)

10/17/2011

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/17/2011		J ⁽¹⁾	22,112 A \$ 57.15	590,399	D	
Common Stock					20,677.812	I	Held by 401(k) and P/S Plan
Common Stock					29,745.961 ⁽²⁾	I	Held by ESOP

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. 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. Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 13.42					02/06/2002 02/05/2012	Common Stock	13,207
LSAR ⁽³⁾	\$ 13.42					⁽³⁾ ⁽³⁾	Common Stock	13,207
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 12.55					01/16/2003 01/15/2013	Common Stock	15,901
LSAR ⁽³⁾	\$ 12.55					⁽³⁾ ⁽³⁾	Common Stock	15,901
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 12.55					01/16/2008 01/15/2013	Common Stock	90,000
LSAR ⁽³⁾	\$ 12.55					⁽³⁾ ⁽³⁾	Common Stock	90,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.6					01/02/2005 01/01/2014	Common Stock	90,000
LSAR ⁽³⁾	\$ 14.6					⁽³⁾ ⁽³⁾	Common	90,000

				Stock	
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689
LSAR ⁽³⁾	\$ 14.53	<u>(3)</u>	<u>(3)</u>	Common Stock	13,689
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013 ⁽⁴⁾	02/29/2020	Common Stock	49,200
Employee Stock Option (Right to Buy)	\$ 52.62	<u>(5)</u>	02/22/2021	Common Stock	15,700

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

10/18/2011

 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) On October 16, 2008, Mr. Haverty's wife, Mrs. Haverty, established and contributed Kansas City Southern common stock to a grantor retained annuity trust (the "2008 GRAT"). Mr. Haverty does not have a reporting duty for the shares held in the 2008 GRAT under Section 16(a) of the Securities Exchange Act of 1934 because Mrs. Haverty is not the trustee and does not have investment control over the shares. On October 17, 2011, 22,112 shares were distributed from the 2008 GRAT to Mr. and Mrs. Haverty as an annuity payment.
- (2) The amount of shares was reduced by 0.326 shares since the date of the reporting person's last ownership report due to an administrative fee that was charged to the account.
- (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.
- (4) 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

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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.

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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