HAVERTY MICHAEL R

Form 4

October 23, 2012

FORM 4

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

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

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

Check this box

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAVERTY MICHAEL R			2. Issuer Name and Ticker or Trading Symbol			·b	5. Relationship of Reporting Person(s) to Issuer				
			KANSAS CITY SOUTHERN [KSU]				[KSU]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date o	f Earliest T	ransaction			(Check an appheasie)			
KANSAS CITY SOUTHERN, PO BOX 219335			(Month/Day/Year) 10/22/2012					X Director 10% OwnerX Officer (give title Other (specify below) Executive Chairman			
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
W. A. N. G. A. G. A.	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
KANSAS C	CITY, MO 641	21-9335						Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dia (Instr. 3, 4	sposed	of (D)	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	10/22/2012			M	21,411	A	\$ 12.55	709,441 <u>(1)</u>	D		
Common Stock	10/22/2012			M	5,000	A	\$ 14.6	714,441 <u>(1)</u>	D		
Common Stock	10/22/2012			F	13,904 (2)	D	\$ 79.45	700,537 (1)	D		
Common Stock								51,100.06	I	Held by 401(k) and P/S	

Plan

Edgar Filing: HAVERTY MICHAEL R - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of ctionDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (4)	\$ 12.55	10/22/2012		M(3)		15,901	01/16/2003	01/15/2013	Common Stock	15,9
LSAR (4)	\$ 12.55	10/22/2012		<u>J(3)</u>		15,901	<u>(4)</u>	<u>(4)</u>	Common Stock	15,9
Employee Stock Option (Right to Buy) (4)	\$ 12.55	10/22/2012		M(3)		5,510	01/16/2008	01/15/2013	Common Stock	5,51
LSAR (4)	\$ 12.55	10/22/2012		<u>J(3)</u>		5,510	<u>(4)</u>	<u>(4)</u>	Common Stock	5,51
Employee Stock Option (Right to Buy) (4)	\$ 14.6	10/22/2012		M(3)		5,000	01/02/2005	01/01/2014	Common Stock	5,00
LSAR (4)	\$ 14.6	10/22/2012		J <u>(3)</u>		5,000	<u>(4)</u>	<u>(4)</u>	Common Stock	5,00
Employee Stock Option (Right to Buy) (4)	\$ 14.53						02/09/2004	02/08/2014	Common	13,6
LSAR (4)	\$ 14.53						<u>(4)</u>	<u>(4)</u>		13,6

Edgar Filing: HAVERTY MICHAEL R - Form 4

				Common Stock	
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(5)	02/29/2020	Common Stock	49,2
Employee Stock Option (Right to Buy)	\$ 52.62	<u>(6)</u>	02/22/2021	Common Stock	15,7
Employee Stock Option (Right to Buy)	\$ 66.99	<u>(6)</u>	02/21/2022	Common Stock	10,6

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
HAVERTY MICHAEL R						
KANSAS CITY SOUTHERN	X		Executive			
PO BOX 219335	Λ		Chairman			
KANSAS CITY, MO 64121-9335						

Signatures

Brian P. Banks, Attorney-in-fact

**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).
- 8,042 of these shares represent performance shares that were earned on February 22, 2012 when the KCS Compensation and Organization

 Committee determined that the 2011 performance goals were met. These performance shares will not vest until February 28, 2014. With respect to these shares, the reporting person does not have the right to vote, receive, or be entitled to receive, cash or non-cash dividends or any other beneficial rights as a shareholder of the Company.
- Of these shares, 4,299 shares were surrendered to the option price and 9,605 shares were withheld to pay taxes for the reporting person's employee stock option exercise.
- (3) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (4) 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.
- (5) 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. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second

Reporting Owners 3

Edgar Filing: HAVERTY MICHAEL R - Form 4

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.

(6) 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.