

Songer Jeffrey M
 Form 4
 February 01, 2019

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 *
 Songer Jeffrey M

(Last) (First) (Middle)
 KANSAS CITY SOUTHERN, PO
 BOX 21935
 (Street)

KANSAS CITY, MO 64121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/30/2019

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)
 EVP & COO

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	01/30/2019		A		4,280 (1)	A	\$ 0
					27,905.3556 (1) (2)	D	

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)

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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. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 97.77					<u>(3)</u>	02/20/2023	Common Stock	393
Employee Stock Option (Right to Buy)	\$ 94.23					<u>(3)</u>	02/19/2024	Common Stock	411
Employee Stock Option (Right to Buy)	\$ 119.35					<u>(3)</u>	02/17/2025	Common Stock	1,649
Employee Stock Option (Right to Buy)	\$ 82.71					<u>(3)</u>	02/18/2026	Common Stock	3,851
Employee Stock Option (Right to Buy)	\$ 86.89					<u>(3)</u>	02/16/2027	Common Stock	6,552
Employee Stock Option (Right to Buy)	\$ 105.83					<u>(3)</u>	03/05/2028	Common Stock	6,574

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Songer Jeffrey M KANSAS CITY SOUTHERN PO BOX 21935 KANSAS CITY, MO 64121			EVP & COO	

Signatures

Julie D. Powell,
Attorney-in-fact

02/01/2019

__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) 4,280 of these shares represent performance shares that were earned on January 30, 2019 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 22, 2019 contingent upon continued employment by the reporting person through that date. Until these shares vest, 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.

(2) Includes 134 shares acquired on June 29, 2018 and 99 shares acquired on December 31, 2018 through the KCS Employee Stock Purchase Plan.

(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.

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