

Ottensmeyer Patrick J  
 Form 4  
 April 22, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Ottensmeyer Patrick J

(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)

04/18/2019

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)

President & CEO

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 or Price   |  |  |
| Common Stock                    | 04/18/2019                           |  | M                              |   | 6,850 A \$ 35.41  | 109,725  | D  |
| Common Stock                    | 04/18/2019                           |  | M                              |   | 6,950 A \$ 52.62  | 116,675  | D  |
| Common Stock                    | 04/18/2019                           |  | S                              |   | 13,800 D \$ 124.4754  | 102,875  | D  |
| Common Stock                    |                                      |  |                                |   |   | 255.007  | I  |

By  
 401(k) & P/S Plan

Edgar Filing: Ottensmeyer Patrick J - 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) | 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)       | \$ 35.41   | 04/18/2019                           |  | M                              | 6,850   | <u>(2)</u> 02/29/2020                                    | Common Stock  | 6,850                         |
| Employee Stock Option (Right to Buy)       | \$ 52.62   | 04/18/2019                           |  | M                              | 6,950   | <u>(3)</u> 02/22/2021                                    | Common Stock  | 6,950                         |
| Employee Stock Option (Right to Buy)       | \$ 66.99   |                                      |  |                                |   | <u>(3)</u> 02/21/2022                                    | Common Stock  | 4,690                         |
| Employee Stock Option (Right to Buy)       | \$ 97.77   |                                      |  |                                |   | <u>(3)</u> 02/20/2023                                    | Common Stock  | 3,666                         |
| Employee Stock Option (Right to Buy)       | \$ 94.23   |                                      |  |                                |   | <u>(3)</u> 02/19/2024                                    | Common Stock  | 3,876                         |
| Employee Stock                             | \$ 119.35  |                                      |  |                                |   | <u>(3)</u> 02/17/2025                                    | Common Stock  | 5,652                         |

|                             |           |     |            |                 |        |
|-----------------------------|-----------|-----|------------|-----------------|--------|
| Option<br>(Right to<br>Buy) |           |     |            |                 |        |
| Employee<br>Stock<br>Option | \$ 82.71  | (3) | 02/18/2026 | Common<br>Stock | 13,120 |
| (Right to<br>Buy)           |           |     |            |                 |        |
| Employee<br>Stock<br>Option | \$ 86.89  | (3) | 02/16/2027 | Common<br>Stock | 29,763 |
| (Right to<br>Buy)           |           |     |            |                 |        |
| Employee<br>Stock<br>Option | \$ 105.83 | (3) | 03/05/2028 | Common<br>Stock | 29,821 |
| (Right to<br>Buy)           |           |     |            |                 |        |
| Employee<br>Stock<br>Option | \$ 110.13 | (3) | 03/04/2029 | Common<br>Stock | 29,358 |
| (Right to<br>Buy)           |           |     |            |                 |        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Ottensmeyer Patrick J<br>KANSAS CITY SOUTHERN<br>PO BOX 219335<br>KANSAS CITY, MO 64121-9335 |               |           | President<br>& CEO |       |

## Signatures

Julie D. Powell,  
Attorney-in-fact

04/22/2019

\*\*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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$124.3200 to \$124.7500. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (1) 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

## Edgar Filing: Ottensmeyer Patrick J - Form 4

consecutive trading days. The first target was met and 4,567 of these options became exercisable on November 19, 2010. The second target was met and 4,567 of these options became exercisable on December 8, 2010. The third target was met and 4,566 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.