HAVERTY MICHAEL R

Form 4

February 07, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| HAVERTY MICHAEL R | | | Symbol KANSA | • | | | | | Issuer | | | |
|-------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------|----------------------------|-------------------------------------------------------------------|------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------|--|
| (Last) | (First) | (Middle) | KANSAS CITY SOUTHERN [KSU] | | | | | [KSU] | (Check all applicable) | | | |
| (1) | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/03/2005 | | | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) KANSAS CITY, MO 64121-9335 | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 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 | ear) Execut any | | 3. Transac Code (Instr. 8 | ctio | 4. Securion Acquired Disposed (Instr. 3, | ties l (A) c l of (D | or O) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | · | |
| Common Stock | 02/03/2005 | | | A | | 6,897 | A | \$0 | 906,236 (1) | D | | |
| Common Stock | | | | | | | | | 412 | I | Held by child | |
| Common Stock | | | | | | | | | 375,000 | I | Held by trust | |
| Common Stock | | | | | | | | | 26,358 | I | Held by ESOP (2) | |
| Common Stock | | | | | | | | | 11,124 | I | Held by 401(k) & P/S Plan (3) | |

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

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SEC 1474 (9-02)

> 8. P Der Sec (Ins

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercis Expiration Dat (Month/Day/Y | e | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------|---------------------------------------------------|--------------------|---------------------------------------------------------------|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) (4) | \$ 5.75 | | | | | 07/13/2003 | 07/12/2010 | Common Stock | 198,000 |
| LSAR (4) | \$ 5.75 | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 198,000 |
| Option (Right to Buy) (4) | \$ 5.75 | | | | | 07/13/2001 | 07/12/2010 | Common Stock | 990,000 |
| LSAR (4) | \$ 5.75 | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 990,000 |
| Option (Right to Buy) (4) | \$ 14.34 | | | | | 02/27/2001 | 02/26/2011 | Common Stock | 12,363 |
| LSAR (4) | \$ 14.34 | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 12,363 |
| Option (Right to Buy) (4) | \$ 13.42 | | | | | 02/06/2002 | 02/05/2012 | Common Stock | 13,207 |
| LSAR (4) | \$ 13.42 | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 13,207 |
| Option (Right to Buy) (4) | \$ 12.55 | | | | | 01/16/2003 | 01/15/2013 | Common Stock | 15,901 |
| LSAR (4) | \$ 12.55 | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 15,901 |

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| Option (Right to Buy) (4) | \$ 12.55 | 01/16/2008 | 01/15/2013 | Common Stock | 90,000 |
|---------------------------------|----------|------------|------------|-----------------|--------|
| LSAR (4) | \$ 12.55 | <u>(4)</u> | <u>(4)</u> | Common Stock | 90,000 |
| Option (Right to Buy) (4) | \$ 14.6 | 01/02/2005 | 01/01/2014 | Common Stock | 90,000 |
| LSAR (4) | \$ 14.6 | <u>(4)</u> | <u>(4)</u> | Common Stock | 90,000 |
| Option (Right to Buy) (4) | \$ 14.53 | 02/09/2004 | 02/08/2014 | Common Stock | 13,689 |
| LSAR (4) | \$ 14.53 | <u>(4)</u> | <u>(4)</u> | Common Stock | 13,689 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335 | X | | Chairman, President & CEO | | | | |

Signatures

Julie D. Powell,
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).
- (1) Includes 1,883 shares acquired through the KCS employee stock purchase plan on December 31, 2004.
- (2) 11 additional shares have accrued to my account for a total of 26,358 shares under the Company's employee stock ownership plan.
- (3) A total of 11,124 shares have accrued to my account under the Company's 401(k) and Profit Sharing Plan.
- Limited Stock Appreciation Rights ("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.

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.

Reporting Owners 3