Wochner William J Form 4 October 28, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add Wochner Willi	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			KANSAS CITY SOUTHERN [KSU]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•		
KANSAS CITY SOUTHERN, PO BOX 219335			(Month/Day/Year) 10/27/2011	Director 10% Owner X Officer (give title Other (specify below) Sr VP & Chief Legal Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KANSAS CITY, MO 64121-9335			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or		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	10/27/2011		M	873	A	\$ 13.42	111,253	D	
Common Stock	10/27/2011		S	400	D	\$ 64.881	110,853	D	
Common Stock	10/27/2011		S	73	D	\$ 64.8813	110,780	D	
Common Stock	10/27/2011		S	100	D	\$ 64.8832	110,680	D	
Common Stock	10/27/2011		S	300	D	\$ 64.884	110,380	D	

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 $\begin{array}{cccc} \text{Common} & & & 17,175.589 \\ \text{Stock} & & \underline{\text{(1)}} & & \text{ESOP} \end{array}$

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

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SEC 1474

(9-02)

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

	(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)	omf Deriv	vative rities hired or cosed o) :. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Employee Stock Option (Right to Buy) (3)	\$ 13.42	10/27/2011		M(2)		873	02/06/2002	02/05/2012	Common Stock	873
LSAR (3)	\$ 13.42	10/27/2011		J(2)		873	(3)	(3)	Common Stock	873
Employee Stock Option (Right to Buy) (3)	\$ 12.55						01/16/2003	01/15/2013	Common Stock	1,148
LSAR (3)	\$ 12.55						(3)	<u>(3)</u>	Common Stock	1,148
Employee Stock Option (Right to Buy) (3)	\$ 14.6						01/02/2005	01/01/2014	Common Stock	6,000
LSAR (3)	\$ 14.6						<u>(3)</u>	(3)	Common Stock	6,000
Employee Stock	\$ 14.53						02/09/2004	02/08/2014	Common Stock	1,102

Option (Right to Buy) (3)					
LSAR (3)	\$ 14.53	<u>(3)</u>	(3)	Common Stock	1,102
Employee Stock Option (Right to Buy) (3)	\$ 34.11	02/23/2012	02/22/2017	Common Stock	22,500
LSAR (3)	\$ 34.11	<u>(3)</u>	<u>(3)</u>	Common Stock	22,500
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(4)	02/29/2020	Common Stock	6,800
Employee Stock Option (Right to Buy)	\$ 52.62	<u>(5)</u>	02/22/2021	Common Stock	2,830

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wochner William J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Sr VP & Chief Legal Officer				

Signatures

Brian P. Banks, Attorney-in-fact

**Signature of Reporting Person

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) The amount of shares was reduced by 0.419 shares since the date of the reporting person's last ownership report due to an administrative fee that was charged to the account.
- (2) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a
- (3) 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.

Reporting Owners 3

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- 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
- (4) consecutive trading days. The first target was met and 2,267 of these options became exercisable on November 19, 2010. The second target was met and 2,267 of these options became exercisable on December 8, 2010. The third target was met and 2,266 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. 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.