Upchurch Michael W Form 4 May 11, 2018

OMB APPROVAL

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FORM 4		OMB APPROVA	
Check this box if no longer subject to	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB Number:	3235-
	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF		Januar
	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	Estimated aver	verage

if subject to Section 16. Form 4 or Form 5 obligations

may continue.

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

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Upchurch Michael W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	KANSAS CITY SOUTHERN [KSU] 3. Date of Earliest Transaction	(Check all applicable)		
KANSAS CITY SOUTHERN, PO BOX 219335		RN, PO	(Month/Day/Year) 05/10/2018	Director 10% OwnerX_ Officer (give title Other (specibelow) below) EVP & Chief Financial Officer		
((Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
KANSAS CITY, MO 64121-9335				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative Securities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	oror Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(A)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock	05/10/2018		S	2,074 D \$ 110.1451	15,590	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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)	\$ 52.62					02/23/2014	02/22/2021	Common Stock	2,316
Employee Stock Option (Right to Buy)	\$ 66.99					<u>(1)</u>	02/21/2022	Common Stock	3,126
Employee Stock Option (Right to Buy)	\$ 97.77					(2)	02/20/2023	Common Stock	3,666
Employee Stock Option (Right to Buy)	\$ 94.23					(2)	02/19/2024	Common Stock	3,876
Employee Stock Option (Right to Buy)	\$ 119.35					<u>(2)</u>	02/17/2025	Common Stock	3,726
Employee Stock Option (Right to Buy)	\$ 82.71					<u>(2)</u>	02/18/2026	Common Stock	6,973
Employee Stock Option	\$ 86.89					(2)	02/16/2027	Common Stock	6,552

8. F Der Sec (Ins

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(Right to Buy)

Employee Stock

Option \$ 105.83

(Right to Buy)

(2) 03/05/2028 Common Stock 6,662

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Upchurch Michael W KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

EVP & Chief Financial Officer

Signatures

Julie D. Powell, Attorney-in-fact 05/11/2018

**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) 1,563 options became exercisable on February 22, 2014 and 1,563 options became exercisable on February 22, 2015.
- (2) 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.

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