

HAVERTY MICHAEL R  
Form 4  
November 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
HAVERTY MICHAEL R

(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)

11/05/2010

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)  
Executive Chairman

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/29/2010		G	V	48,924	D	\$ 0 741,916
Common Stock	04/30/2010		G	V	24,211	D	\$ 0 717,705
Common Stock	05/03/2010		G	V	24,036	D	\$ 0 693,669
Common Stock	06/16/2010		G	V	4,947	D	\$ 0 688,722
Common Stock	08/06/2010		G	V	132,450	D	\$ 0 556,272

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Common Stock	11/05/2010	M	12,363	A	\$ 14.34	568,635	D	
Common Stock	11/05/2010	F	7,554 <sup>(6)</sup>	D	\$ 45.92	561,081	D	
Common Stock						66,979	I	Held by spouse
Common Stock						19,753.42 <sup>(3)</sup>	I	Held by 401(k) and P/S Plan
Common Stock						29,746.962 <sup>(4)</sup>	I	Held by ESOP

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.34	11/05/2010		M <sup>(5)</sup>	12,363	02/27/2001 02/26/2011	Common Stock	12,363
LSAR <sup>(1)</sup>	\$ 14.34	11/05/2010		J <sup>(5)</sup>	12,363	<sup>(1)</sup> <sup>(1)</sup>	Common Stock	12,363
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 13.42					02/06/2002 02/05/2012	Common Stock	13,200
LSAR <sup>(1)</sup>	\$ 13.42					<sup>(1)</sup> <sup>(1)</sup>	Common Stock	13,200

Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 12.55	01/16/2003	01/15/2013	Common Stock	15,9
LSAR <sup>(1)</sup>	\$ 12.55	<u>(1)</u>	<u>(1)</u>	Common Stock	15,9
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 12.55	01/16/2008	01/15/2013	Common Stock	90,0
LSAR <sup>(1)</sup>	\$ 12.55	<u>(1)</u>	<u>(1)</u>	Common Stock	90,0
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.6	01/02/2005	01/01/2014	Common Stock	90,0
LSAR <sup>(1)</sup>	\$ 14.6	<u>(1)</u>	<u>(1)</u>	Common Stock	90,0
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,6
LSAR <sup>(1)</sup>	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	13,6
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013 <sup>(2)</sup>	02/29/2020	Common Stock	49,2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X		Executive Chairman	

## Signatures

Brian P. Banks,  
Attorney-in-fact

11/09/2010

\_\_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) 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.  
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 consecutive trading days.
- (2) Includes 494.905 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- (3) Includes 0.463 shares acquired under the KCS Employee Stock Ownership Plan since the date of the reporting person's last ownership report.
- (4) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (5) Of these shares, 3,860 shares were surrendered to pay the option price and 3,694 shares were withheld to pay taxes in the reporting person's employee stock option exercise.

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.