Wochner William J Form 4 February 24, 2011

#### FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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5. Relationship of Reporting Person(s) to

(Instr. 4)

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Wochner William J	Symbol KANSAS CITY SOUTHERN [KSU]	Issuer (Check a	all applicable)	
(Last) (First) (Middle)	3. Date of Earliest Transaction		**	
	(Month/Day/Year)	Director		Owner
KANSAS CITY SOUTHERN, PO BOX 219335	02/23/2011	_X_ Officer (give titl below) Sr VP & Ch	tle Other below) nief Legal Off	
(Street)	4. If Amendment, Date Original	6. Individual or Joint	t/Group Filing	g(Check
KANSAS CITY, MO 64121-9335	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Form filed by More Person		
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, o	or Beneficiall	y Owned
(Instr. 3) any	eemed 3. 4. Securities Acquired tion Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) h/Day/Year) (Instr. 8)	Beneficially F Owned (1	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price Common 02/23/2011 F 1,338 D 109,197 D Stock 52.375 Common 02/23/2011 1,325 A \$0 D A 110,522 Stock

Common Stock 17,176.008 I Held by ESOP

(A)

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

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Reported

Transaction(s)

### Edgar Filing: Wochner William J - Form 4

#### number.

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

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. Transa Code (Instr.		Sec Acc (A) Dis (D)	curitie quired or sposed str. 3,	ative es d	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code	v	(.	A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (Right to Buy) (1)	\$ 13.42								02/06/2002	02/05/2012	Common Stock	873
LSAR (1)	\$ 13.42								<u>(1)</u>	<u>(1)</u>	Common Stock	873
Employee Stock Option (Right to Buy) (1)	\$ 12.55								01/16/2003	01/15/2013	Common Stock	1,148
LSAR (1)	\$ 12.55								<u>(1)</u>	<u>(1)</u>	Common Stock	1,148
Employee Stock Option (Right to Buy) (1)	\$ 14.6								01/02/2005	01/01/2014	Common Stock	6,000
LSAR (1)	\$ 14.6								<u>(1)</u>	<u>(1)</u>	Common Stock	6,000
Employee Stock Option (Right to Buy) (1)	\$ 14.53								02/09/2004	02/08/2014	Common Stock	1,102
LSAR (1)	\$ 14.53								<u>(1)</u>	<u>(1)</u>	Common Stock	1,102
Employee Stock	\$ 34.11								02/23/2012	02/22/2017	Common Stock	22,50

Option	
(Right to	
Buy) <u>(1)</u>	

LSAR (1)	\$ 34.11				<u>(1)</u>	<u>(1)</u>	Common Stock	22,50
Employee Stock Option (Right to Buy)	\$ 35.41				03/01/2013(2)	02/29/2020	Common Stock	6,800
Employee Stock Option (Right to Buy)	\$ 52.62	02/23/2011	A	2,830	<u>(3)</u>	02/22/2021	Common Stock	2,830

## **Reporting Owners**

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

## **Signatures**

Brian P. Banks, 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).
- 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.
  - 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
- (2) 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.
- (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.

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