

KANSAS CITY SOUTHERN
Form 4
February 21, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ERDMAN WARREN K

(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)

02/17/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/17/2017		A	Amount 4,512 (1)	A \$ 0 41,623 (1) (2)	D	
Common Stock					1,020.863 (3)	I	Held by 401(k) & P/S Plan

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

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SEC 1474
(9-02)

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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 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)	\$ 35.41					03/01/2013 ⁽⁴⁾ 02/29/2020	Common Stock 11,400
Employee Stock Option (Right to Buy)	\$ 52.62					⁽⁵⁾ 02/22/2021	Common Stock 4,980
Employee Stock Option (Right to Buy)	\$ 66.99					⁽⁵⁾ 02/21/2022	Common Stock 3,362
Employee Stock Option (Right to Buy)	\$ 97.77					⁽⁵⁾ 02/20/2023	Common Stock 2,620
Employee Stock Option (Right to Buy)	\$ 94.23					⁽⁵⁾ 02/19/2024	Common Stock 2,777
Employee Stock Option (Right to Buy)	\$ 119.35					⁽⁵⁾ 02/17/2025	Common Stock 2,668
Employee Stock Option	\$ 82.71					⁽⁵⁾ 02/18/2026	Common Stock 5,233

(Right to
Buy)

Employee

Stock

Option \$ 86.89 02/17/2017

A

4,916

(5)

02/16/2027

Common
Stock

4,916

(Right to

Buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

ERDMAN WARREN K
KANSAS CITY SOUTHERN
PO BOX 219335
KANSAS CITY, MO 64121-9335

Executive Vice President

Signatures

Julie D. Powell,
Attorney-in-fact

02/21/2017

__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) 2,258 of these shares represent performance shares that were earned on February 17, 2017 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 28, 2017 contingent upon continued employment by the reporting person through that date. Until these shares vest, the reporting person does not have the right to vote, receive, or be entitled to receive, cash or non-cash dividends or any other beneficial rights as a shareholder of the Company.

(2) Includes 9 shares acquired on December 30, 2016 through the KCS Employee Stock Purchase Plan.

(3) Includes 3.621 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.

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. The first target was met and 3,800 of these options became exercisable on November 19, 2010. The second target was met and 3,800 of these options became exercisable on December 8, 2010. The third target was met and 3,800 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.

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