Lawrence Larry M Form 4 January 19, 2010

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

5. Relationship of Reporting Person(s) to

Issuer

burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Lawrence Larry M

1. Name and Address of Reporting Person *

			KANSA	S CITY	SOUTH	ERN	[KSU]	(Chec	ek all applicable	9)	
(Last) KANSAS C BOX 21933	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2010					Director 10% Owner X Officer (give title Other (specify below)					
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/15/2010			F	8,591	D	\$ 32.97	62,983	D		
Common Stock								11.242 (1)	I	By ESOP	
Common Stock								9,652.931 (2)	I	by 401(k) & P/S Plan	
D 1 1 5		1. 6	1 6			,		11 .1			

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

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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)

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	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
Option (Right to Buy) (3)	\$ 12.575					11/01/2002	10/31/2011	Common Stock	15,000
LSAR (3)	\$ 12.575					<u>(3)</u>	<u>(3)</u>	Common Stock	15,000
Option (Right to Buy) (3)	\$ 15.8					05/01/2003	04/30/2012	Common Stock	10,000
LSAR (3)	\$ 15.8					(3)	(3)	Common Stock	10,000
Option (Right to Buy) (3)	\$ 11.2					04/01/2008	03/31/2013	Common Stock	15,000
LSAR (3)	\$ 11.2					<u>(3)</u>	<u>(3)</u>	Common Stock	15,000
Option (Right to Buy) (3)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000
LSAR (3)	\$ 14.6					(3)	(3)	Common Stock	6,000
Option (Right to Buy) (3)	\$ 14.53					<u>(4)</u>	02/08/2014	Common Stock	827
LSAR (3)	\$ 14.53					<u>(3)</u>	<u>(3)</u>	Common Stock	827
Option (Right to	\$ 19.02					05/04/2006	05/03/2015	Common Stock	19,000

8. Pri Deriv Secur (Instr Buy) (3)

LSAR (3) \$ 19.02

(3)

(3)

Common Stock

19,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lawrence Larry M KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

Exec. VP & Asst. to Chairman

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).
- (1) Includes 0.343 shares acquired under the KCS Employee Stock Ownership Plan since the date of the reporting person's last ownership report for a total of 11.242 shares.
- (2) Includes 1,714.486 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- 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.
- (4) These options become exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.

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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