Edgar Filing: Stadler Mary K - Form 4

Stadler Mary K

Form 4											
January 19, 2		D STATES	S SECUR	RITIES A	ND EX(CHA	NGE C	OMMISSION	OMB AF OMB	PROVAL	
	• •		Was	shington,	D.C. 20	549			Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	ger STATI 6.	EMENT OF CHANGES IN BENEFICIAL OWN SECURITIES						NERSHIP OF	Expires: Estimated a burden hour response		
Form 5 obligations may continue. See Instruction 1(b). Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						1					
(Print or Type I	Responses)										
Stadler Mary K Symbol			Symbol	ssuer Name and Ticker or Trading ool NSAS CITY SOUTHERN [KSU]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of			e of Earliest Transaction n/Day/Year)				(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify				
BOX 21933		,	01/10/2	010				below) SVP & Chie	below) of Accounting (Officer	
	(Street)			ndment, Dat hth/Day/Year)		l		6. Individual or Jo Applicable Line) _X_ Form filed by C	•		
KANSAS C	CITY, MO 6412	21-9335						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/15/2010			Code V F	Amount 725	(D) D	Price \$ 32.92	(Instr. 3 and 4) 11,941	D		

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

Persons who respond to the collection of information contained in this form are not 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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	te	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy) (1)	\$ 13.52					03/20/2014	03/19/2019	Common Stock	2,000	
LSAR (1)	\$ 13.52					<u>(1)</u>	<u>(1)</u>	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Stadler Mary K KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			SVP & Chief Accounting Officer			
Signatures						

Brian P. Banks,	01/19/2010
Attorney-in-fact	01/19/2010

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** 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(1) 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.

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.