Wochner William J Form 4 January 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Wochner William J			Symbol	Symbol					Issuer			
			KANSA	KANSAS CITY SOUTHERN [KSU]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earlies	t Tr	ansaction			(Cile)	ск ин иррнеион	·)	
			(Month/D	•	r)				Director 10% Owner			
				01/15/2010					X Officer (give title Other (specify below)			
BOX 21933	35								Sr VP & Chief Legal Officer			
	(Street) 4. I			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
KANSAS C	CITY, MO 6412	21-9335					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Exect	Deemed attion Date, if th/Day/Year)	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		Beneficially (D) or Owned Indirect (I)		Indirect Beneficial Ownership				
				Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	01/15/2010			F		4,755	D	\$ 32.97	109,669 (1)	D		
Common Stock	01/19/2010			F		200	D	\$ 32.79	109,469 (1)	D		
Common Stock									17,172.899 (2)	I	Held by ESOP	

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

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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. Transactic Code (Instr. 8)	5. orNumber 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) (3)	\$ 14.34					02/27/2001	02/26/2011	Common Stock	817
LSAR (3)	\$ 14.34					(3)	(3)	Common Stock	817
Employee Stock Option (Right to Buy) (3)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	873
LSAR (3)	\$ 13.42					<u>(3)</u>	<u>(3)</u>	Common Stock	873
Employee Stock Option (Right to Buy) (3)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	1,148
LSAR (3)	\$ 12.55					(3)	(3)	Common Stock	1,148
Employee Stock Option (Right to Buy) (3)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000
LSAR (3)	\$ 14.6					<u>(3)</u>	<u>(3)</u>	Common Stock	6,000
	\$ 14.53					02/09/2004	02/08/2014		1,102

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Employee Stock Option (Right to Buy) (3)				Common Stock	
LSAR (3)	\$ 14.53	<u>(3)</u>	<u>(3)</u>	Common Stock	1,102
Employee Stock Option (Right to Buy) (3)	\$ 34.11	02/23/2012	02/22/2017	Common Stock	22,500
LSAR (3)	\$ 34.11	(3)	(3)	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wochner William J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Sr VP & Chief Legal 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).
- (1) Includes 520 shares acquired on December 31, 2009 through the KCS Employee Stock Purchase Plan.
- (2) Includes 0.385 shares acquired under the KCS Employee Stock Ownership Plan since the date of the reporting person's last ownership report for a total of 17,172.899 shares.
- 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.

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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