

Wochner William J
Form 4
January 07, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wochner William J

2. Issuer Name and Ticker or Trading Symbol
KANSAS CITY SOUTHERN [KSU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
KANSAS CITY SOUTHERN, PO
BOX 219335

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2011

____ Director
 Officer (give title below) Sr VP & Chief Legal Officer
____ 10% Owner
____ Other (specify below)

(Street)
KANSAS CITY, MO 64121-9335

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/06/2011		F	442	D \$ 50.42	110,780 ⁽¹⁾	D
Common Stock						17,176.008 ⁽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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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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					<u>(3)</u>	<u>(3)</u>	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
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.53					02/09/2004	02/08/2014	Common Stock	1,102
LSAR ⁽³⁾	\$ 14.53					<u>(3)</u>	<u>(3)</u>	Common Stock	1,102
Employee Stock Option	\$ 34.11					02/23/2012	02/22/2017	Common Stock	22,500

(Right to Buy) ⁽³⁾

LSAR ⁽³⁾ \$ 34.11

⁽³⁾

⁽³⁾

Common Stock 22,500

Employee Stock Option

(Right to Buy) \$ 35.41

03/01/2013⁽⁴⁾ 02/29/2020

Common Stock 6,800

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

01/07/2011

 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 225 shares acquired on December 31, 2010 through the KCS Employee Stock Purchase Plan.
- (2) Includes 0.052 shares acquired under the KCS Employee Stock Ownership 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.

- (3) 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 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.

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.