HAVERTY MICHAEL R

Form 4

February 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HAVERTY MICHAEL R			2. Issuer Name and Ticker or Trading Symbol KANSAS CITY SOUTHERN [KSU]						5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify			
KANSAS CITY SOUTHERN, PO BOX 219335			02/23/20	02/23/2011					below) Executive Chairman		
					4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
KANSAS C	CITY, MO 641	21-9335							Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	e I - Nor	n-De	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	3. Transa Code (Instr. 3		4. Securition(A) or Dis (D) (Instr. 3, 4	sposed	of	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	02/10/2011			Code G	v V	Amount 10,478	(D)	Price \$ 0	528,087	D	
Common Stock	02/23/2011			A		7,099	A	\$ 0	535,186	D	
Common Stock	02/10/2011			G	V	9,522	D	\$ 0	57,457	I	Held by spouse
Common Stock									19,973.704	I	Held by 401(k) and P/S Plan

Held by

ESOP

29,747.051

Ι

Edgar Filing: HAVERTY MICHAEL R - Form 4

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.

SEC 1474 (9-02)

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	TransactiorDerivative Expiration Date Code Securities (Month/Day/Year)			7. Title and Amount Underlying Securition (Instr. 3 and 4)		
				Code V	(A)	.) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (1)	\$ 13.42						02/06/2002	02/05/2012	Common Stock	13,2
LSAR (1)	\$ 13.42						<u>(1)</u>	<u>(1)</u>	Common Stock	13,2
Employee Stock Option (Right to Buy) (1)	\$ 12.55						01/16/2003	01/15/2013	Common Stock	15,9
LSAR (1)	\$ 12.55						<u>(1)</u>	<u>(1)</u>	Common Stock	15,9
Employee Stock Option (Right to Buy) (1)	\$ 12.55						01/16/2008	01/15/2013	Common Stock	90,0
LSAR (1)	\$ 12.55						<u>(1)</u>	<u>(1)</u>	Common Stock	90,0
Employee Stock Option (Right to Buy) (1)	\$ 14.6						01/02/2005	01/01/2014	Common Stock	90,0
LSAR (1)	\$ 14.6						<u>(1)</u>	<u>(1)</u>		90,0

Edgar Filing: HAVERTY MICHAEL R - Form 4

							Common Stock	
Employee Stock Option (Right to Buy) (1)	\$ 14.53				02/09/2004	02/08/2014	Common Stock	13,6
LSAR (1)	\$ 14.53				<u>(1)</u>	<u>(1)</u>	Common Stock	13,6
Employee Stock Option (Right to Buy)	\$ 35.41				03/01/2013(2)	02/29/2020	Common Stock	49,2
Employee Stock Option (Right to Buy)	\$ 52.62	02/23/2011	A	15,700	<u>(3)</u>	02/22/2021	Common Stock	15,7

Reporting Owners

Relationships							
Director	10% Owner	Officer	Other				
X		Executive Chairman					
		Director 10% Owner	Director 10% Owner Officer Executive				

Signatures

**Signature of Reporting Person

Brian P. Banks, Attorney-in-fact 02/24/2011

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) 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.
 - 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
- (2) consecutive trading days. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.
- (3) 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.

Reporting Owners 3

Edgar Filing: HAVERTY MICHAEL R - Form 4

tential persons who are to respond to the collection of information contained in this form are not required to respond unless the urrently valid OMB number.	form displays