HAVERTY MICHAEL R
Form 4
February 24, 2011

| PM |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION <br> Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer subject to | ATEMENT OF CHANGES IN BENEFICIAL OWNERS | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
|  | SECURITIES | Estimated average |
| Form 4 or |  | burden hours per 0.5 response... |
| Form 5 obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)


| (City) | (State) (Zip) Ta |  | 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 <br> Execution Date, if any <br> (Month/Day/Year) | 3. <br> Transac Code (Instr. 8) <br> Code | 4. Securiti ction(A) or Dis <br> (D) <br> 8) (Instr. 3, <br> V Amount | es Ac posed and 5 <br> (A) or <br> (D) | quired of <br> Price | 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 |  |  | V 10,478 |  | \$ 0 | 528,087 | D |  |
| Common Stock | 02/23/2011 |  | A | 7,099 | A | \$ 0 | 535,186 | D |  |
| Common Stock | 02/10/2011 |  |  | 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 |
| Common Stock |  |  |  |  |  |  | 29,747.051 | I | Held by ESOP |

## 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactiorDerivative | Expiration Date | Underlying Securiti |  |
| Security | or Exercise | any | (Month/Day/Year) | (Instr. 8) | Securities | Acquired (A) | (Month/Day/Year) |

Code V \begin{tabular}{lllll}

\& Date Exercisable \& \begin{tabular}{l}
Expiration <br>
Date

 \& Title \& 

Amou <br>
or <br>
Numb
\end{tabular} <br>

(D) \& \& \& of Sha
\end{tabular}

Employee
Stock
Option
(Right to

Buy) | (1) |
| :--- |

LSAR (1) $\$ 13.42$
Employee
Stock
Option \$ 12.55
(Right to
Buy) (1)
LSAR (1) \$ 12.55

Employee
Stock
Option \$ 12.55
(Right to
Buy) (1)
LSAR (1) \$ 12.55
Employee
Stock
Option \$ 14.6
(Right to
Buy) (1)
LSAR (1) $\quad \$ 14.6$
Code V (A) (D) of Sh

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

## Reporting Owners

Reporting Owner Name / Address

## Relationships

| HAVERTY MICHAEL R |  |  |
| :--- | :---: | :---: |
| KANSAS CITY SOUTHERN | X | Executive |
| PO BOX 219335 |  |  |
| KANSAS CITY, MO 64121-9335 |  |  |
| Signatures |  |  |

Brian P. Banks, Attorney-in-fact

$$
02 / 24 / 2011
$$

## ${ }_{-}^{* *}$ Signature of Reporting Person

## 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. $78 \mathrm{ff}(\mathrm{a})$.
(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.

## Edgar Filing: HAVERTY MICHAEL R - Form 4

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.

