#### HAVERTY MICHAEL R

Form 4

January 07, 2011

# FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

may continue. *See* Instruction

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

KANSAS CITY SOUTHERN [KSU]

Symbol

1(b).

(Print or Type Responses)

HAVERTY MICHAEL R

1. Name and Address of Reporting Person \*

			KANSAS CITY SOUTHERN [KSU]			(Check all applicable)					
(Last) (First) (Middle)  KANSAS CITY SOUTHERN, PO BOX 219335			3. Date of Earliest Transaction (Month/Day/Year) 01/06/2011					_X_ Director 10% Owner Other (specify 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 Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	rities Aca	uired, Disposed o	f. or Reneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea 01/06/2011	r) Execution		3.	4. Securion(A) or D (Instr. 3,	ities A ispose 4 and (A) or	cquired d of (D)	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	
Common Stock								66,979	I	Held by spouse	
Common Stock								19,973.704 (2)	I	Held by 401(k) and P/S Plan	
Common Stock								29,747.051 (3)	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)

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)	Expiration Date (Month/Day/Year	. 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) (4)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	13,207	
LSAR (4)	\$ 13.42					<u>(4)</u>	<u>(4)</u>	Common Stock	13,207	
Employee Stock Option (Right to Buy) (4)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,901	
LSAR (4)	\$ 12.55					<u>(4)</u>	<u>(4)</u>	Common Stock	15,901	
Employee Stock Option (Right to Buy) (4)	\$ 12.55					01/16/2008	01/15/2013	Common Stock	90,000	
LSAR (4)	\$ 12.55					<u>(4)</u>	<u>(4)</u>	Common Stock	90,000	
Employee Stock Option (Right to Buy) (4)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	90,000	

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LSAR (4)	\$ 14.6	<u>(4)</u>	<u>(4)</u>	Common Stock	90,000
Employee Stock Option (Right to Buy) (4)	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689
LSAR (4)	\$ 14.53	<u>(4)</u>	<u>(4)</u>	Common Stock	13,689
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(5)	02/29/2020	Common Stock	49,200

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
HAVERTY MICHAEL R							
KANSAS CITY SOUTHERN	X		Executive				
PO BOX 219335	Λ		Chairman				
KANSAS CITY, MO 64121-9335							

## **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 80 shares acquired on December 31, 2010 through the KCS Employee Stock Purchase Plan.
- (2) Includes 220.284 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- (3) Includes .089 shares acquired under the KCS Employee Stock Ownership Plan since the date of the reporting person's last ownership report.
- (4) 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
- (5) 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.

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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