

KANSAS CITY SOUTHERN
Form 4
November 17, 2006

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 *
ERDMAN WARREN K

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO BOX 219335

(Street)

KANSAS CITY, MO 64121-9335

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KANSAS CITY SOUTHERN [KSU]

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

11/16/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 11/16/2006 | | M | 5,400 A \$ 1.0204 | 25,988 | D | |
| Common Stock | 11/16/2006 | | F | 1,740 D \$ 28.03 | 24,248 | D | |
| Common Stock | | | | | 930.284 | I | Held by ESOP ⁽¹⁾ |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Option (Right to Buy) ⁽²⁾ | \$ 1.0204 | 11/16/2006 | | M ⁽⁸⁾ | 5,400 | ⁽³⁾ 01/22/2007 | Common Stock | 5,400 |
| Limited Right ⁽²⁾ | \$ 1.0204 | 11/16/2006 | | J ⁽⁸⁾ | 5,400 | ⁽²⁾ ⁽²⁾ | Common Stock | 5,400 |
| Option (Right to Buy) ⁽²⁾ | \$ 1.7861 | | | | | ⁽⁴⁾ 01/27/2008 | Common Stock | 12,501 |
| Limited Right ⁽²⁾ | \$ 1.7861 | | | | | ⁽²⁾ ⁽²⁾ | Common Stock | 12,501 |
| Option (Right to Buy) ⁽²⁾ | \$ 2.6604 | | | | | 01/01/2000 11/16/2008 | Common Stock | 3,000 |
| LSAR ⁽²⁾ | \$ 2.6604 | | | | | ⁽²⁾ ⁽²⁾ | Common Stock | 3,000 |
| Option (Right to Buy) ⁽²⁾ | \$ 2.6604 | | | | | ⁽⁵⁾ 11/16/2008 | Common Stock | 87 |
| LSAR ⁽²⁾ | \$ 2.6604 | | | | | ⁽²⁾ ⁽²⁾ | Common Stock | 87 |
| Option (Right to Buy) ⁽²⁾ | \$ 2.7665 | | | | | ⁽⁵⁾ 01/25/2009 | Common Stock | 72 |
| LSAR ⁽²⁾ | \$ 2.7665 | | | | | ⁽²⁾ ⁽²⁾ | Common Stock | 72 |
| Option (Right to Buy) ⁽²⁾ | \$ 5.1637 | | | | | ⁽⁶⁾ 02/28/2010 | Common Stock | 71 |
| LSAR ⁽²⁾ | \$ 5.1637 | | | | | ⁽²⁾ ⁽²⁾ | | 71 |

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| | | | | | | |
|--|----------|------------|------------|-----------------|-----------------|--|
| | | | | | Common Stock | |
| Option (Right to Buy) <u>(2)</u> | \$ 5.75 | 07/13/2003 | 07/12/2010 | Common Stock | 15,400 | |
| LSAR <u>(2)</u> | \$ 5.75 | <u>(2)</u> | <u>(2)</u> | Common Stock | 15,400 | |
| Option (Right to Buy) <u>(2)</u> | \$ 5.75 | 07/13/2001 | 07/12/2010 | Common Stock | 77,000 | |
| LSAR <u>(2)</u> | \$ 5.75 | <u>(2)</u> | <u>(2)</u> | Common Stock | 77,000 | |
| Option (Right to Buy) <u>(2)</u> | \$ 14.34 | <u>(7)</u> | 02/26/2011 | Common Stock | 480 | |
| LSAR <u>(2)</u> | \$ 14.34 | <u>(2)</u> | <u>(2)</u> | Common Stock | 480 | |
| Option (Right to Buy) <u>(2)</u> | \$ 13.42 | 02/06/2002 | 02/05/2012 | Common Stock | 513 | |
| LSAR <u>(2)</u> | \$ 13.42 | <u>(2)</u> | <u>(2)</u> | Common Stock | 513 | |
| Option (Right to Buy) <u>(2)</u> | \$ 12.55 | 01/16/2003 | 01/15/2013 | Common Stock | 670 | |
| LSAR <u>(2)</u> | \$ 12.55 | <u>(2)</u> | <u>(2)</u> | Common Stock | 670 | |
| Option (Right to Buy) <u>(2)</u> | \$ 12.55 | 01/16/2008 | 01/15/2013 | Common Stock | 15,000 | |
| LSAR <u>(2)</u> | \$ 12.55 | <u>(2)</u> | <u>(2)</u> | Common Stock | 15,000 | |
| Option (Right to Buy) <u>(2)</u> | \$ 14.6 | 01/02/2005 | 01/01/2014 | Common Stock | 6,000 | |
| LSAR <u>(2)</u> | \$ 14.6 | <u>(2)</u> | <u>(2)</u> | Common Stock | 6,000 | |
| Option (Right to Buy) <u>(2)</u> | \$ 14.53 | 02/09/2004 | 02/08/2014 | Common Stock | 699 | |
| LSAR <u>(2)</u> | \$ 14.53 | <u>(2)</u> | <u>(2)</u> | Common Stock | 699 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ERDMAN WARREN K KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335 | | | Sr. Vice President | |

Signatures

Julie D. Powell,
Attorney-in-fact

11/17/2006

**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) 930,284 shares have accrued to my account under the Company's employee stock ownership plan.
Limited Rights and Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. Limited Rights and LSARs
 - (2) become exercisable only following a change-in-control of the Company in lieu of related options and are exercisable only for cash. Limited Rights and LSARs terminate when the related options are exercised or terminated.
 - (3) 2,700 options became exercisable on 01/23/99 and 2,700 options became exercisable on 01/23/00.
 - (4) Became exercisable when the KCS Common stock price reached defined benchmark levels that were maintained or exceeded for 30 consecutive trading days.
 - (5) These options became exercisable in installments: 25% on 06/23/99, 25% on 06/23/00 and 50% on 06/23/01.
 - (6) These options became exercisable in installments: 25% on 03/01/00, 25% on 06/23/00 and 50% on 06/23/01.
 - (7) 240 options became exercisable on 02/27/01 and 240 options became exercisable on 06/23/01.
 - (8) Options exercised in rule 16b-3 exempt transaction. Limited Rights canceled with respect to such shares.

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.