

ERDMAN WARREN K  
Form 4  
November 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/04/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

KANSAS CITY, MO 64121-9335  
(City) (State) (Zip)

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

**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 or Price		
Common Stock	11/04/2009		M		25,666 A \$ 5.75	96,690 <sup>(1)</sup>	D
Common Stock	11/04/2009		M		480 A \$ 14.34	97,170 <sup>(1)</sup>	D
Common Stock	11/04/2009		M		513 A \$ 13.42	97,683 <sup>(1)</sup>	D
Common Stock	11/04/2009		M		15,670 A \$ 12.55	113,353 <sup>(1)</sup>	D
Common Stock	11/04/2009		M		6,000 A \$ 14.6	119,353 <sup>(1)</sup>	D

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Common Stock	11/04/2009		M	699	A	\$ 14.53	120,052 <sup>(1)</sup>	D	
Common Stock	11/04/2009		S	49,028	D	\$ 26.58 <sub>(2)</sub>	71,024 <sup>(1)</sup>	D	
Common Stock							945.721	I	Held by ESOP <sup>(3)</sup>

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <sup>(4)</sup>	\$ 5.75	11/04/2009		M <sup>(6)</sup>	25,666	07/13/2001	07/12/2010	Common Stock	25,666
LSAR <sup>(4)</sup>	\$ 5.75	11/04/2009		J <sup>(6)</sup>	25,666	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	25,666
Option (Right to Buy) <sup>(4)</sup>	\$ 14.34	11/04/2009		M <sup>(6)</sup>	480	<sup>(5)</sup>	02/26/2011	Common Stock	480
LSAR <sup>(4)</sup>	\$ 14.34	11/04/2009		J <sup>(6)</sup>	480	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	480
Option (Right to Buy) <sup>(4)</sup>	\$ 13.42	11/04/2009		M <sup>(6)</sup>	513	02/06/2002	02/05/2012	Common Stock	513
LSAR <sup>(4)</sup>	\$ 13.42	11/04/2009		J <sup>(6)</sup>	513	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	513
Option (Right to Buy) <sup>(4)</sup>	\$ 12.55	11/04/2009		M <sup>(6)</sup>	670	01/16/2003	01/15/2013	Common Stock	670

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LSAR <sup>(4)</sup>	\$ 12.55	11/04/2009	J <sup>(6)</sup>	670	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	670
Option (Right to Buy) <sup>(4)</sup>	\$ 12.55	11/04/2009	M <sup>(6)</sup>	15,000	01/16/2008	01/15/2013	Common Stock	15,000
LSAR <sup>(4)</sup>	\$ 12.55	11/04/2009	J <sup>(6)</sup>	15,000	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	15,000
Option (Right to Buy) <sup>(4)</sup>	\$ 14.6	11/04/2009	M <sup>(6)</sup>	6,000	01/02/2005	01/01/2014	Common Stock	6,000
LSAR <sup>(4)</sup>	\$ 14.6	11/04/2009	J <sup>(6)</sup>	6,000	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	6,000
Option (Right to Buy) <sup>(4)</sup>	\$ 14.53	11/04/2009	M <sup>(6)</sup>	699	02/09/2004	02/08/2014	Common Stock	699
LSAR <sup>(4)</sup>	\$ 14.53	11/04/2009	J <sup>(6)</sup>	699	<sup>(4)</sup>	<sup>(4)</sup>	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			Executive Vice President	

## Signatures

Brian P. Banks, 11/05/2009  
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).

Includes 13,695 performance shares that have been earned by the reporting person under KCS's 2007-2009 long-term incentive plan with respect to the 2007 and 2008 performance periods. These performance shares will not vest until January 17, 2010 contingent upon (1) continued employment by the reporting person through that date. With respect to these performance shares, the reporting person does not have the right to vote, receive, or be entitled to receive, cash or non-cash dividends or any other beneficial rights as a shareholder of the Company.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.53 to \$26.68, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Includes 0.347 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report for a total of 945.721 shares.

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- Limited Rights and Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. Limited Rights and LSARs
- (4) 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.
  - (5) 240 options became exercisable on 02/27/01 and 240 options became exercisable on 06/23/01.
  - (6) Options exercised in rule 16b-3 exempt transaction. LSARs 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.

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