

HAVERTY MICHAEL R  
Form 4  
November 09, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
HAVERTY MICHAEL R

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman

(Street)  
KANSAS CITY, MO 64121-9335

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 04/29/2010                           |  | G                              | V   | 48,924  | D  | \$ 0 741,916                      |
| Common Stock                    | 04/30/2010                           |  | G                              | V   | 24,211  | D  | \$ 0 717,705                      |
| Common Stock                    | 05/03/2010                           |  | G                              | V   | 24,036  | D  | \$ 0 693,669                      |
| Common Stock                    | 06/16/2010                           |  | G                              | V   | 4,947   | D  | \$ 0 688,722                      |
| Common Stock                    | 08/06/2010                           |  | G                              | V   | 132,450   | D  | \$ 0 556,272                      |

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|              |            |   |                      |   |          |                           |   |                             |
|--------------|------------|---|----------------------|---|----------|---------------------------|---|-----------------------------|
| Common Stock | 11/05/2010 | M | 12,363               | A | \$ 14.34 | 568,635                   | D |                             |
| Common Stock | 11/05/2010 | F | 7,554 <sup>(6)</sup> | D | \$ 45.92 | 561,081                   | D |                             |
| Common Stock |            |   |                      |   |          | 66,979                    | I | Held by spouse              |
| Common Stock |            |   |                      |   |          | 19,753.42 <sup>(3)</sup>  | I | Held by 401(k) and P/S Plan |
| Common Stock |            |   |                      |   |          | 29,746.962 <sup>(4)</sup> | I | Held by ESOP                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 14.34   | 11/05/2010                           |  | M <sup>(5)</sup>               | 12,363  | 02/27/2001 02/26/2011                                    | Common Stock  | 12,363                     |
| LSAR <sup>(1)</sup>                                 | \$ 14.34   | 11/05/2010                           |  | J <sup>(5)</sup>               | 12,363  | <sup>(1)</sup> <sup>(1)</sup>                            | Common Stock  | 12,363                     |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 13.42   |                                      |  |                                |   | 02/06/2002 02/05/2012                                    | Common Stock  | 13,200                     |
| LSAR <sup>(1)</sup>                                 | \$ 13.42   |                                      |  |                                |   | <sup>(1)</sup> <sup>(1)</sup>                            | Common Stock  | 13,200                     |

|   |          |                           |            |              |      |
|---|----------|---------------------------|------------|--------------|------|
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 12.55 | 01/16/2003                | 01/15/2013 | Common Stock | 15,9 |
| LSAR <sup>(1)</sup>                                 | \$ 12.55 | <u>(1)</u>                | <u>(1)</u> | Common Stock | 15,9 |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 12.55 | 01/16/2008                | 01/15/2013 | Common Stock | 90,0 |
| LSAR <sup>(1)</sup>                                 | \$ 12.55 | <u>(1)</u>                | <u>(1)</u> | Common Stock | 90,0 |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 14.6  | 01/02/2005                | 01/01/2014 | Common Stock | 90,0 |
| LSAR <sup>(1)</sup>                                 | \$ 14.6  | <u>(1)</u>                | <u>(1)</u> | Common Stock | 90,0 |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 14.53 | 02/09/2004                | 02/08/2014 | Common Stock | 13,6 |
| LSAR <sup>(1)</sup>                                 | \$ 14.53 | <u>(1)</u>                | <u>(1)</u> | Common Stock | 13,6 |
| Employee Stock Option (Right to Buy)                | \$ 35.41 | 03/01/2013 <sup>(2)</sup> | 02/29/2020 | Common Stock | 49,2 |

## Reporting Owners

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

## Signatures

Brian P. Banks,  
Attorney-in-fact

11/09/2010

\_\_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) 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 consecutive trading days.
- (2) Includes 494.905 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- (3) Includes 0.463 shares acquired under the KCS Employee Stock Ownership Plan since the date of the reporting person's last ownership report.
- (4) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (5) Of these shares, 3,860 shares were surrendered to pay the option price and 3,694 shares were withheld to pay taxes in the reporting person's employee stock option exercise.
- (6)

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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