

ERDMAN WARREN K  
Form 4  
February 15, 2018

**FORM 4**

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

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

**OMB APPROVAL**

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(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)

02/14/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/14/2018                              |                                                             | A                                       | 767                                                                        | A \$ 0 40,524 <sup>(1)</sup>                                                                                       | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 1,035.439                                                                                                          | I                                                                    | Held by<br>401(k) &<br>P/S Plan                                   |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable                                               | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.41                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/01/2013 <sup>(2)</sup>                                      | 02/29/2020         | Common<br>Stock                                                     | 11,400                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 52.62                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup>                                                 | 02/22/2021         | Common<br>Stock                                                     | 4,980                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 66.99                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup>                                                 | 02/21/2022         | Common<br>Stock                                                     | 3,362                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 97.77                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup>                                                 | 02/20/2023         | Common<br>Stock                                                     | 2,620                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 94.23                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup>                                                 | 02/19/2024         | Common<br>Stock                                                     | 2,777                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 119.35                                                             |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup>                                                 | 02/17/2025         | Common<br>Stock                                                     | 2,668                               |
| Employee<br>Stock                                   | \$ 82.71                                                              |                                         |                                                             |                                         |                                                                                                                       | <sup>(3)</sup>                                                 | 02/18/2026         | Common<br>Stock                                                     | 5,233                               |

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 86.89  
(Right to  
Buy)

(3)

02/16/2027

Common  
Stock

4,916

## Reporting Owners

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

## Signatures

Julie D. Powell,  
Attorney-in-fact

02/15/2018

\_\_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) 79 of these shares represent performance shares that were earned on January 23, 2018 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 23, 2018 contingent upon continued employment by the reporting person through that date. Until these shares vest, 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.

(2) 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. The first target was met and 3,800 of these options became exercisable on November 19, 2010. The second target was met and 3,800 of these options became exercisable on December 8, 2010. The third target was met and 3,800 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.

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