

Lawrence Larry M
Form 4
November 09, 2010

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 *
Lawrence Larry M

(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)

05/04/2010

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)
Exec. VP & Asst. to Chairman

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		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	05/04/2010		F		4,345	D	\$ 40.45	62,090	D	
Common Stock	11/05/2010		M		15,000	A	\$ 12.575	77,090	D	
Common Stock	11/05/2010		M		10,000	A	\$ 15.8	87,090	D	
Common Stock	11/05/2010		M		15,000	A	\$ 11.2	102,090	D	
Common Stock	11/05/2010		M		6,000	A	\$ 14.6	108,090	D	

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Common Stock	11/05/2010	S	46,000	D	\$ <u>(1)</u> 46.1757	62,090	D	
Common Stock	11/05/2010	S	3,300	D	\$ <u>(2)</u> 46.1185	58,790	D	
Common Stock	11/08/2010	M	827	A	\$ 14.53	59,617	D	
Common Stock	11/08/2010	M	19,000	A	\$ 19.02	78,617	D	
Common Stock	11/08/2010	S	19,827	D	\$ <u>(3)</u> 46.4141	58,790	D	
Common Stock	11/05/2010	S	10,316	D	\$ <u>(4)</u> 46.1922	0	I	by 401(k) & P/S Plan
Common Stock						11.242	I	By ESOP

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

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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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 12.575	11/05/2010		M ⁽⁶⁾	15,000	11/01/2002	10/31/2011	Common Stock	15,000
LSAR ⁽⁵⁾	\$ 12.575	11/05/2010		J ⁽⁶⁾	15,000	⁽⁵⁾	⁽⁵⁾	Common Stock	15,000

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Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 15.8	11/05/2010	M ⁽⁶⁾	10,000	05/01/2003	04/30/2012	Common Stock	10,000
LSAR ⁽⁵⁾	\$ 15.8	11/05/2010	J ⁽⁶⁾	10,000	⁽⁵⁾	⁽⁵⁾	Common Stock	10,000
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 11.2	11/05/2010	M ⁽⁶⁾	15,000	04/01/2008	03/31/2013	Common Stock	15,000
LSAR ⁽⁵⁾	\$ 11.2	11/05/2010	J ⁽⁶⁾	15,000	⁽⁵⁾	⁽⁵⁾	Common Stock	15,000
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 14.6	11/05/2010	M ⁽⁶⁾	6,000	01/02/2005	01/01/2014	Common Stock	6,000
LSAR ⁽⁵⁾	\$ 14.6	11/05/2010	J ⁽⁶⁾	6,000	⁽⁵⁾	⁽⁵⁾	Common Stock	6,000
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 14.53	11/08/2010	M ⁽⁶⁾	827	⁽⁷⁾	02/08/2014	Common Stock	827
LSAR ⁽⁵⁾	\$ 14.53	11/08/2010	J ⁽⁶⁾	827	⁽⁵⁾	⁽⁵⁾	Common Stock	827
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 19.02	11/08/2010	M ⁽⁶⁾	19,000	05/04/2006	05/03/2015	Common Stock	19,000
LSAR ⁽⁵⁾	\$ 19.02	11/08/2010	J ⁽⁶⁾	19,000	⁽⁵⁾	⁽⁵⁾	Common Stock	19,000
Employee Stock Option (Right to Buy)	\$ 35.41				03/01/2013 ⁽⁸⁾	02/29/2020	Common Stock	11,400

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Lawrence Larry M
KANSAS CITY SOUTHERN
PO BOX 219335
KANSAS CITY, MO 64121-9335

Exec. VP &
Asst. to
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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.32, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.10 to \$46.13, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.205 to \$46.65, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.09 to \$46.29, 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.
- (5) Limited Stock Appreciation Rights ("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.
- (6) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (7) These options became exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.
- (8) 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.

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.