Upchurch Michael W Form 4 May 11, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Upchurch M	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			KANSAS CITY SOUTHERN [KSU]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•		
			(Month/Day/Year)	Director 10% Owner		
KANSAS CITY SOUTHERN, PO BOX 219335			05/10/2018	X Officer (give title Other (specify below)		
				EVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
KANSAS CITY, MO 64121-9335				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities Acc	uired Disposed of ar Repolicially Owner		

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if Transactionr Disposed of (D)			f (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and	15)	Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership	
						Following	or Indirect	(Instr. 4)	
				(4)		Reported	(I)		
		(A)			Transaction(s)	(Instr. 4)			
			Code V	or Amount (D)	Price	(Instr. 3 and 4)			
Common Stock	05/10/2018		S	2,074 D	\$ 110.1451	15,590	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. orNumber 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
Employee Stock Option (Right to Buy)	\$ 52.62					02/23/2014	02/22/2021	Common Stock	2,316
Employee Stock Option (Right to Buy)	\$ 66.99					<u>(1)</u>	02/21/2022	Common Stock	3,126
Employee Stock Option (Right to Buy)	\$ 97.77					(2)	02/20/2023	Common Stock	3,666
Employee Stock Option (Right to Buy)	\$ 94.23					(2)	02/19/2024	Common Stock	3,876
Employee Stock Option (Right to Buy)	\$ 119.35					<u>(2)</u>	02/17/2025	Common Stock	3,726
Employee Stock Option (Right to Buy)	\$ 82.71					<u>(2)</u>	02/18/2026	Common Stock	6,973
Employee Stock Option	\$ 86.89					(2)	02/16/2027	Common Stock	6,552

8. F Der Sec (Ins

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(Right to Buy)

Employee Stock

Option \$ 105.83

(Right to Buy)

(2) 03/05/2028 Common Stock 6,662

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Upchurch Michael W KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

EVP & Chief Financial Officer

Signatures

Julie D. Powell, Attorney-in-fact 05/11/2018

**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) 1,563 options became exercisable on February 22, 2014 and 1,563 options became exercisable on February 22, 2015.
- (2) 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. 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.

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