HAVERTY MICHAEL R

Form 4

February 09, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

KANSAS CITY SOUTHERN [KSU]

Form 5 obligations may continue. See Instruction 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

Symbol

1(b).

(Last)

(Print or Type Responses)

HAVERTY MICHAEL R

1. Name and Address of Reporting Person *

(First)

(Middle)

KANSAS CITY SOUTHERN, PO BOX 219335			n/Day/Year) /2006		X Director 10% Owner X Officer (give title Other (specify below) Chairman, President & CEO				
			(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KANSAS CITY, MO 64121-9335						Form filed by More than One Reporting rrson			
(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)	TransactiorDispo	curities Acqui osed of (D) .: 3, 4 and 5) (A) or mount (D)	Price	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)	
Common Stock	02/08/2006		I 3,36	7.185 A	\$ 24.089	29,732.645	I	Held by ESOP	
Common Stock						1,006,147	D		
Common Stock						412	I	Held by child	
Common Stock						375,000	I	Held by trust	
Common Stock						11,032.515	I	Held by 401(k) & P/S Plan	

(1)

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

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SEC 1474 (9-02)

> 8. P Der Sec (Ins

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. DriNumber of Derivati Securitic Acquire (A) or Dispose of (D) (Instr. 3, 4, and 5	(Month/Day/Y ve es d	te	7. Title and A Underlying S (Instr. 3 and	Securities	8 1 9 (
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (2)	\$ 5.75					07/13/2003	07/12/2010	Common Stock	198,000	
LSAR (2)	\$ 5.75					(2)	(2)	Common Stock	198,000	
Option (Right to Buy) (2)	\$ 5.75					07/13/2001	07/12/2010	Common Stock	990,000	
LSAR (2)	\$ 5.75					(2)	(2)	Common Stock	990,000	
Option (Right to Buy) (2)	\$ 14.34					02/27/2001	02/26/2011	Common Stock	12,363	
LSAR (2)	\$ 14.34					(2)	(2)	Common Stock	12,363	
Option (Right to Buy) (2)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	13,207	
LSAR (2)	\$ 13.42					(2)	(2)	Common Stock	13,207	
Option (Right to Buy) (2)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,901	

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LSAR (2)	\$ 12.55	(2)	(2)	Common Stock	15,901
Option (Right to Buy) (2)	\$ 12.55	01/16/2008	01/15/2013	Common Stock	90,000
LSAR (2)	\$ 12.55	(2)	<u>(2)</u>	Common Stock	90,000
Option (Right to Buy) (2)	\$ 14.6	01/02/2005	01/01/2014	Common Stock	90,000
LSAR (2)	\$ 14.6	(2)	(2)	Common Stock	90,000
Option (Right to Buy) (2)	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689
LSAR (2)	\$ 14.53	(2)	(2)	Common Stock	13,689

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X		Chairman, President & CEO			

Signatures

Julie D. Powell,
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).
- (1) A total of 11,032.515 shares have accrued to my account under the Company's 401(k) and Profit Sharing Plan.
- 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.

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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