#### HAVERTY MICHAEL R

Form 4 March 01, 2011

FORM 4

#### **OMB APPROVAL**

OMB

5. Relationship of Reporting Person(s) to

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Number: January 31, Expires: 2005

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Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HAVERTY MICHAEL R			Symbol KANSA	Symbol KANSAS CITY SOUTHERN [KSU]			Issuer (Cl. 1, 11, 11, 11)				
(Last) (First) (Middle)  KANSAS CITY SOUTHERN, PO BOX 219335			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011					(Check all applicable) X Director			
KANSAS (	(Street)	21-9335	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose	d of (D) 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)		
Common Stock	02/28/2011			F	912	D	\$ 53.84	591,731 (1)	D		
Common Stock								19,973.704	I	Held by 401(k) and P/S Plan	
Common Stock								29,747.051	I	Held by ESOP	
Reminder: Re	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unless the form  SEC 1474  (9-02)										

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# 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)

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. Transacti Code (Instr. 8)	5. onNumber 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) (2)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	13,207
LSAR (2)	\$ 13.42					(2)	(2)	Common Stock	13,207
Employee Stock Option (Right to Buy) (2)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,901
LSAR (2)	\$ 12.55					(2)	(2)	Common Stock	15,901
Employee Stock Option (Right to Buy) (2)	\$ 12.55					01/16/2008	01/15/2013	Common Stock	90,000
LSAR (2)	\$ 12.55					(2)	(2)	Common Stock	90,000
Employee Stock 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

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Employee Stock 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
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(3)	02/29/2020	Common Stock	49,200
Employee Stock Option (Right to Buy)	\$ 52.62	<u>(4)</u>	02/22/2021	Common Stock	15,700

## **Reporting Owners**

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

## **Signatures**

Brian P. Banks, Attorney-in-fact 03/01/2011

\*\*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) Includes 57,457 shares previously reported as indirectly owned that were held by the reporting person's spouse that are now owned directly by the reporting person in joint tenancy with his spouse.
- (2) 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
- (3) consecutive trading days. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.
- (4) 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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