KANSAS CITY SOUTHERN

Form 4/A

February 20, 2015

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Add Wochner Wil	•	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	, 11		
			(Month/Day/Year)	Director 10% Owner		
KANSAS CITY SOUTHERN, PO BOX 219335			02/18/2015	_X_ Officer (give title Other (specify		
				below) below) Sr VP & Chief Legal Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			02/20/2015	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
KANSAS CITY, MO 64121-9335						
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

Table I	- Non-De	erivative	Securities .	Acquired.	Disposed	of, or	Beneficially	Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	th/Day/Year) Execution Date, if TransactionAcquired (any Code Disposed of		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)		` ,
Common Stock	02/18/2015		A	$\frac{2,503}{(1)}$ A \$0	62,116.453 <u>(1)</u>	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Wochner William J			Sr VP &				
KANSAS CITY SOUTHERN			Chief Legal				
PO BOX 219335			Officer				
KANSAS CITY, MO 64121-9335			Officer				

Signatures

Julie D. Powell, Attorney-in-fact

02/20/2015

**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).
 - 1,500 of these shares represent performance shares that were earned on February 18, 2015 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 27, 2015 contingent
- (1) 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. These shares were omitted from the reporting person's Form 4 filed on February 20, 2015.
- (2) Includes 87 shares acquired on December 31, 2014 through the KCS Employee Stock Purchase Plan.

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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