

Edgar Filing: KANSAS CITY SOUTHERN - Form 4

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 Securities (Instr. 3 and 4)	8. 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)	\$ 35.41					03/01/2013 ⁽³⁾	02/29/2020	Common Stock	11,400
Employee Stock Option (Right to Buy)	\$ 52.62					⁽⁴⁾	02/22/2021	Common Stock	4,980
Employee Stock Option (Right to Buy)	\$ 66.99					⁽⁴⁾	02/21/2022	Common Stock	3,362
Employee Stock Option (Right to Buy)	\$ 97.77					⁽⁴⁾	02/20/2023	Common Stock	2,620
Employee Stock Option (Right to Buy)	\$ 94.23					⁽⁴⁾	02/19/2024	Common Stock	2,777
Employee Stock Option (Right to Buy)	\$ 119.35					⁽⁴⁾	02/17/2025	Common Stock	2,668

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERDMAN WARREN K KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Executive Vice President	

Signatures

Adam J. Godderz, 02/25/2015
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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.30 to \$119.3110, 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) 2,477 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 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.

(3) 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. The first target was met and 3,800 of these options became exercisable on November 19, 2010. The second target was met and 3,800 of these options became exercisable on December 8, 2010. The third target was met and 3,800 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.

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.