

KANSAS CITY SOUTHERN
 Form 4
 September 03, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAVERTY MICHAEL R

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO BOX 219335

(Street)

KANSAS CITY, MO 64121-9335

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KANSAS CITY SOUTHERN [KSU]

3. Date of Earliest Transaction (Month/Day/Year)

09/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/02/2008		<u>M</u> ⁽¹⁾	36,000 A	\$ 5.75 1,054,420 ⁽²⁾	D	
Common Stock	09/02/2008		<u>S</u> ⁽¹⁾	13,400 D	\$ 51 ⁽⁴⁾ 1,041,020 ⁽²⁾	D	
Common Stock	09/02/2008		<u>S</u> ⁽¹⁾	6,700 D	\$ 52.21 ⁽⁵⁾ 1,034,320 ⁽²⁾	D	
Common Stock	09/02/2008		<u>S</u> ⁽¹⁾	14,900 D	\$ 53.02 ⁽⁶⁾ 1,019,420 ⁽²⁾	D	
	09/02/2008		<u>S</u> ⁽¹⁾	1,000 D		D	

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Common Stock	\$ 1,018,420 ⁽²⁾ 53.76 ⁽³⁾ <u>(7)</u>			
Common Stock	11,032.52	I		Held by 401(k) and P/S Plan ⁽⁸⁾
Common Stock	29,732.65	I		Held by ESOP ⁽⁹⁾
Common Stock	306,134	I		Held by spouse

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Num Shar
Option (Right to Buy) ⁽¹¹⁾	\$ 5.75	09/02/2008		M ⁽¹⁾⁽¹⁰⁾	36,000	07/13/2001	07/12/2010	Common Stock	36
LSAR ⁽¹¹⁾	\$ 5.75	09/02/2008		J ⁽¹⁰⁾	36,000	⁽¹¹⁾	⁽¹¹⁾	Common Stock	36
Option (Right to Buy) ⁽¹¹⁾	\$ 14.34					02/27/2001	02/26/2011	Common Stock	12
LSAR ⁽¹¹⁾	\$ 14.34					⁽¹¹⁾	⁽¹¹⁾	Common Stock	12
Option (Right to Buy) ⁽¹¹⁾	\$ 13.42					02/06/2002	02/05/2012	Common Stock	13
LSAR ⁽¹¹⁾	\$ 13.42					⁽¹¹⁾	⁽¹¹⁾	Common Stock	13

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 stock option exercise and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2007.
Includes 46,878 performance shares that were earned on February 28, 2008 when the KCS Compensation and Organization Committee determined that the 2007 performance goals were met. These performance shares will not vest until January 17, 2010 contingent upon continued employment by the reporting person through that date. With respect to these shares, 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) As a result of a transcription error on the reporting person's Form 4 filed on May 5, 2008, the ending amount of shares directly owned by the reporting person shown in Box 5, Amount of Securities Beneficially Owned Following Reported Transactions, has been overstated by 36,000 shares on the reporting person's Form 4s filed on May 5, 2008, June 4, 2008, July 2, 2008 and August 5, 2008. The correct ending amount is shown on this Form 4.
- (4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.56 to \$51.55. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$51.56 to \$52.55. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$52.56 to \$53.55. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (7) The price in Column 4 is a weighted average price. The prices actually received ranged from \$53.55 to \$53.87. The reporting person will provide to the issuer, any security holdre of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (8) A total of 11,032.515 shares have accrued to the reporting person's account under the Company's 401(k) and Profit Sharing Plan.
- (9) A total of 29,732.645 shares are held in the reporting person's account under the KCS Employee Stock Ownership Plan.
- (10) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (11) 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.
On November 16, 2006, the reporting person entered into Prepaid Variable Forward Purchase Agreements ("Agreements") with UBS Securities LLC ("Buyer") . The Agreements obligate the reporting person to deliver to Buyer up to 350,000 Common Shares in the aggregate (or an equivalent amount of cash, if elected by him) on the Maturity Date of the Agreements (i.e., in December, 2009, or an earlier date if the parties agree to terminate the Agreement early). In exchange for assuming this obligation, the reporting person received a cash payment equal to approximately \$7.9 million as of the date of entering into the Agreements (the actual amount to be determined upon completion of certain hedging transactions by Buyer). The reporting person pledged 350,000 Common Shares (the "Pledged Shares") to secure his obligations under the Agreements, and retained voting rights in the Pledged Shares during the period of the pledge. (Continued in footnote 3.)
- (12) The number of Common Shares to be delivered to Buyer on the Maturity Date, if the reporting person does not elect a cash settlement, is to be determined as follows, on the basis of prices of the Common Shares that are subject to adjustment for events specified in the Agreements: * If the price per share of the Common Shares on the Maturity Date is less than or equal to the volume weighted average price at which Buyer completes its hedge execution (the "Initial Price"), the reporting person will deliver to the Buyer the entire amount of Pledged Shares; * If the price per share of the Common Shares on the Maturity Date is between 100% of the Initial Price (the "Lower Limit") and 140% of the Initial Price (the "Upper Limit"), the reporting person will deliver to the Buyer a number of shares determined by multiplying the number of the Pledged Shares by the Lower Limit, and dividing the resulting number by the price of the Common Shares on the Maturity Date; or (Continued in footnote 4.)
- (14) * If the price per share of the Common Shares on the Maturity Date is greater than the Upper Limit, the reporting person will deliver to the Buyer a number of shares determined by reference to a formula specified in the Agreements that would result in the reporting person being obligated to deliver fewer than the number of Pledged Shares.

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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