DRUTEN ROBERT J

Form 4 May 07, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

OMB APPROVAL

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obligations may continue.

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 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and AdDRUTEN RO	Symbol						5. Relationship of Reporting Person(s) to Issuer			
		KANSAS CITY SOUTHERN [KSU]				(Check all applicable)				
(Last)	(First) (M		f Earliest Tr	ansaction						
IZ A NIC A C CI	`	(Month/Day/Year)				_X_ Director		6 Owner er (specify		
KANSAS CI BOX 219335	, PO 05/06/ ₂	05/06/2010				below)	below)	ici (specify		
	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mo	nth/Day/Year))			Applicable Line) _X_ Form filed by			
KANSAS CI	TY, MO 64121-9	9335					Person	More than One Ro	eporting	
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	on Date, if TransactionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed	,	*	Beneficially	(D) or	Beneficial	
		(Month/Day/Year	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following Reported	(Instr. 4)	(Instr. 4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/06/2010		A	2,360	A	\$0	33,964	D		

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

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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 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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secui (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (1)	\$ 14.29					07/26/2005	07/25/2014	Common Stock	20,000	
LSAR (1)	\$ 14.29					<u>(1)</u>	<u>(1)</u>	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
DRUTEN ROBERT J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X					

Signatures

Brian P. Banks, Attorney-in-fact 05/07/2010

**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).

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 of 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.

Reporting Owners 2