

Lawrence Larry M
Form 4
March 02, 2010

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 *
Lawrence Larry M

(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)

02/26/2010

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)
Exec. VP & Asst. to Chairman

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/26/2010 | | F | V Amount (D) Price \$ 34.3 | 62,305 | D | |
| Common Stock | 03/01/2010 | | A | V Amount (A) Price \$ 0 | 68,518 | D | |
| Common Stock | | | | | 11.242 | I | By ESOP |
| Common Stock | | | | | 9,652.931 | I | by 401(k) & P/S Plan |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 12.575 | | | | | 11/01/2002 10/31/2011 | Common Stock 15,000 |
| LSAR ⁽¹⁾ | \$ 12.575 | | | | | <u>(1)</u> <u>(1)</u> | Common Stock 15,000 |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 15.8 | | | | | 05/01/2003 04/30/2012 | Common Stock 10,000 |
| LSAR ⁽¹⁾ | \$ 15.8 | | | | | <u>(1)</u> <u>(1)</u> | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 11.2 | | | | | 04/01/2008 03/31/2013 | Common Stock 15,000 |
| LSAR ⁽¹⁾ | \$ 11.2 | | | | | <u>(1)</u> <u>(1)</u> | Common Stock 15,000 |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 14.6 | | | | | 01/02/2005 01/01/2014 | Common Stock 6,000 |
| LSAR ⁽¹⁾ | \$ 14.6 | | | | | <u>(1)</u> <u>(1)</u> | Common Stock 6,000 |

| | | | | | | | | | |
|---|----------|------------|---|--------|--|---------------------------|------------|--------------|------|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 14.53 | | | | | <u>(2)</u> | 02/08/2014 | Common Stock | 82 |
| LSAR ⁽¹⁾ | \$ 14.53 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 82 |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 19.02 | | | | | 05/04/2006 | 05/03/2015 | Common Stock | 19,0 |
| LSAR ⁽¹⁾ | \$ 19.02 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 19,0 |
| Employee Stock Option (Right to Buy) | \$ 35.41 | 03/01/2010 | A | 11,400 | | 03/01/2013 ⁽³⁾ | 02/29/2020 | Common Stock | 11,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawrence Larry M KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335 | | | Exec. VP & Asst. to Chairman | |

Signatures

Brian P. Banks,
Attorney-in-fact

03/02/2010

 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 or terminated.

(1) These options become exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.

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.

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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