

HAVERTY MICHAEL R  
Form 4  
February 17, 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 \*  
HAVERTY MICHAEL R

2. Issuer Name and Ticker or Trading Symbol  
KANSAS CITY SOUTHERN [KSU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
KANSAS CITY SOUTHERN, PO BOX 219335

3. Date of Earliest Transaction (Month/Day/Year)  
02/12/2010

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

(Street)  
KANSAS CITY, MO 64121-9335

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price (2) (3) (4) (5)
Common Stock	02/12/2010		J/K(2)(3)(4)(5)		166,489	D	
Common Stock					66,979	I	Held by spouse
Common Stock					19,258.515	I	Held by 401(k) and P/S Plan
Common					29,746.499	I	Held by

Stock

ESOP

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

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SEC 1474  
(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)	
					V	(A) (D)	Date Exercisable	Expiration Date
Option (Right to Buy) <sup>(1)</sup>	\$ 14.34						02/27/2001	02/26/2002
LSAR <sup>(1)</sup>	\$ 14.34						<u>(1)</u>	<u>(1)</u>
Option (Right to Buy) <sup>(1)</sup>	\$ 13.42						02/06/2002	02/05/2003
LSAR <sup>(1)</sup>	\$ 13.42						<u>(1)</u>	<u>(1)</u>
Option (Right to Buy) <sup>(1)</sup>	\$ 12.55						01/16/2003	01/15/2004
LSAR <sup>(1)</sup>	\$ 12.55						<u>(1)</u>	<u>(1)</u>
Option (Right to Buy) <sup>(1)</sup>	\$ 12.55						01/16/2008	01/15/2009
LSAR <sup>(1)</sup>	\$ 12.55						<u>(1)</u>	<u>(1)</u>
Option (Right to Buy) <sup>(1)</sup>	\$ 14.6						01/02/2005	01/01/2006
LSAR <sup>(1)</sup>	\$ 14.6						<u>(1)</u>	<u>(1)</u>



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Contract"), Mr. Haverty would deliver to the Buyer all of the Pledged Shares of the Third Contract; (b) if the Settlement Price was between the Initial Share Price of the Third Contract and \$44.8540 (the "Cap Price of the Third Contract"), Mr. Haverty would deliver to the Buyer a number of shares of KCS Common Stock having a value (based on the then market price) equal to \$5,379,280.94; and (c) if the Settlement Price of the Third Contract was greater than the Cap Price of the Third Contract, Mr. Haverty would deliver to the Buyer 119,939 shares of KCS Common Stock. (Continued in Footnote 5)

On February 12, 2010, the Settlement Price of the Third Contract was \$32.3101. Accordingly, Mr. Haverty transferred to the Buyer (5) 166,489 of the Pledged Shares of the Third Contract, and the Buyer returned to Mr. Haverty the remaining 1,411 Pledged Shares of the Third Contract.

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.