HAVERTY MICHAEL R
Form 4
October 23, 2012

FORM 4

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

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

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).

(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)
10/22/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/22/2012		M		21,411	A	$ 12.55	709,441 (1)	D	
Common Stock	10/22/2012		M		5,000	A	$ 14.6	714,441 (1)	D	
Common Stock	10/22/2012		F		13,904 (2)	D	$ 79.45	700,537 (1)	D	
Common Stock								51,100.06	I	Held by 401(k) and P/S Plan

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)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) [4]	$ 12.55	10/22/2012		M[3]			15,901	01/16/2003	01/15/2013	Common Stock	15,9
LSAR [4]	$ 12.55	10/22/2012		J[3]			15,901	[4]	[4]	Common Stock	15,9
Employee Stock Option (Right to Buy) [4]	$ 12.55	10/22/2012		M[3]			5,510	01/16/2008	01/15/2013	Common Stock	5,5
LSAR [4]	$ 12.55	10/22/2012		J[3]			5,510	[4]	[4]	Common Stock	5,5
Employee Stock Option (Right to Buy) [4]	$ 14.6	10/22/2012		M[3]			5,000	01/02/2005	01/01/2014	Common Stock	5,0
LSAR [4]	$ 14.6	10/22/2012		J[3]			5,000	[4]	[4]	Common Stock	5,0
Employee Stock Option (Right to Buy) [4]	$ 14.53							02/09/2004	02/08/2014	Common Stock	13,6
LSAR [4]	$ 14.53							[4]	[4]		13,6

						Common Stock	
Employee Stock Option (Right to Buy)	$ 35.41			03/01/2013[5]	02/29/2020	Common Stock	49,2
Employee Stock Option (Right to Buy)	$ 52.62			[6]	02/22/2021	Common Stock	15,7
Employee Stock Option (Right to Buy)	$ 66.99			[6]	02/21/2022	Common Stock	10,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X		Executive Chairman	

Signatures

Brian P. Banks, Attorney-in-fact	10/23/2012
**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) 8,042 of these shares represent performance shares that were earned on February 22, 2012 when the KCS Compensation and Organization Committee determined that the 2011 performance goals were met. These performance shares will not vest until February 28, 2014. 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.

(2) Of these shares, 4,299 shares were surrendered to the option price and 9,605 shares were withheld to pay taxes for the reporting person's employee stock option exercise.

(3) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.

(4) 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.

(5) 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 16,400 of these options became exercisable on November 19, 2010. The second

target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.

(6) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

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