#### HAVERTY MICHAEL R

Form 4 March 15, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

Symbol

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

HAVERTY MICHAEL R

1. Name and Address of Reporting Person \*

KANSAS CITY SOUTHERN [KSU] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify KANSAS CITY SOUTHERN, PO 03/12/2010 below) BOX 219335 Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting KANSAS CITY, MO 64121-9335 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) V Amount (D) Price Common 03/12/2010 F 3,476 D 790,840 D 35.95 Stock Common Held by 66,979 I Stock spouse Held by Common 19,258.515 I 401(k) and Stock P/S Plan Common Held by 29,746,499 I **ESOP** 

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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(e.g., puts, calls, warrants, options, convertible securities)

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	4. Transactio	of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to	\$ 14.34					02/27/2001	02/26/2011	Common Stock	12,363
Buy) (1) LSAR (1)	\$ 14.34					<u>(1)</u>	<u>(1)</u>	Common Stock	12,363
Employee Stock Option (Right to Buy) (1)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	13,207
LSAR (1)	\$ 13.42					<u>(1)</u>	<u>(1)</u>	Common Stock	13,207
Employee Stock Option	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,901

(Right to Buy) (1)

LSAR (1)

Employee Stock

Option

(Right to Buy)  $\frac{(1)}{}$ 

\$ 12.55

\$ 12.55

15,901

90,000

Common

Stock

Common

Stock

(1)

01/15/2013

<u>(1)</u>

01/16/2008

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LSAR (1)	\$ 12.55	<u>(1)</u>	<u>(1)</u>	Common Stock	90,000
Employee Stock Option (Right to Buy) (1)	\$ 14.6	01/02/2005	01/01/2014	Common Stock	90,000
LSAR (1)	\$ 14.6	<u>(1)</u>	<u>(1)</u>	Common Stock	90,000
Employee Stock Option (Right to Buy) (1)	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689
LSAR (1)	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	13,689
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(2)	02/29/2020	Common Stock	49,200

## **Reporting Owners**

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

## **Signatures**

Brian P. Banks, Attorney-in-fact 03/15/2010

\*\*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).
- (1) 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.
- 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.

Reporting Owners 3

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