

Lawrence Larry M  
 Form 4  
 November 09, 2010

**FORM 4**

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

OMB APPROVAL

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**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)

05/04/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/04/2010		F		4,345	D	\$ 40.45
Common Stock	11/05/2010		M		15,000	A	\$ 12.575
Common Stock	11/05/2010		M		10,000	A	\$ 15.8
Common Stock	11/05/2010		M		15,000	A	\$ 11.2
Common Stock	11/05/2010		M		6,000	A	\$ 14.6

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Common Stock	11/05/2010	S	46,000	D	\$ <u>(1)</u> 46.1757	62,090	D	
Common Stock	11/05/2010	S	3,300	D	\$ <u>(2)</u> 46.1185	58,790	D	
Common Stock	11/08/2010	M	827	A	\$ 14.53	59,617	D	
Common Stock	11/08/2010	M	19,000	A	\$ 19.02	78,617	D	
Common Stock	11/08/2010	S	19,827	D	\$ <u>(3)</u> 46.4141	58,790	D	
Common Stock	11/05/2010	S	10,316	D	\$ <u>(4)</u> 46.1922	0	I	by 401(k) & P/S Plan
Common Stock						11.242	I	By ESOP

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 12.575	11/05/2010		M <sup>(6)</sup>	15,000	11/01/2002	10/31/2011	Common Stock	15,000
LSAR <sup>(5)</sup>	\$ 12.575	11/05/2010		J <sup>(6)</sup>	15,000	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	15,000

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Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 15.8	11/05/2010	M <sup>(6)</sup>	10,000	05/01/2003	04/30/2012	Common Stock	10,000
LSAR <sup>(5)</sup>	\$ 15.8	11/05/2010	J <sup>(6)</sup>	10,000	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	10,000
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 11.2	11/05/2010	M <sup>(6)</sup>	15,000	04/01/2008	03/31/2013	Common Stock	15,000
LSAR <sup>(5)</sup>	\$ 11.2	11/05/2010	J <sup>(6)</sup>	15,000	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	15,000
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 14.6	11/05/2010	M <sup>(6)</sup>	6,000	01/02/2005	01/01/2014	Common Stock	6,000
LSAR <sup>(5)</sup>	\$ 14.6	11/05/2010	J <sup>(6)</sup>	6,000	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	6,000
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 14.53	11/08/2010	M <sup>(6)</sup>	827	<sup>(7)</sup>	02/08/2014	Common Stock	827
LSAR <sup>(5)</sup>	\$ 14.53	11/08/2010	J <sup>(6)</sup>	827	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	827
Employee Stock Option (Right to Buy) <sup>(5)</sup>	\$ 19.02	11/08/2010	M <sup>(6)</sup>	19,000	05/04/2006	05/03/2015	Common Stock	19,000
LSAR <sup>(5)</sup>	\$ 19.02	11/08/2010	J <sup>(6)</sup>	19,000	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	19,000
Employee Stock Option (Right to Buy)	\$ 35.41				03/01/2013 <sup>(8)</sup>	02/29/2020	Common Stock	11,400

## Reporting Owners

Reporting Owner Name / Address

Relationships

