

HAVERTY MICHAEL R
Form 4
November 01, 2011

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 *
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)

10/31/2011

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)
Executive 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	10/31/2011		M		13,207	A	\$ 13.42	603,606	D	
Common Stock	10/31/2011		M		58,790	A	\$ 12.55	662,396	D	
Common Stock	10/31/2011		F		39,230 (4)	D	\$ 65.0945	623,166	D	
Common Stock								20,677.812	I	Held by 401(k) and P/S Plan
								29,745.961	I	

Common
Stock

Held by
ESOP

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 13.42	10/31/2011		M ⁽⁵⁾	13,207	02/06/2002 02/05/2012	Common Stock	13,207
LSAR ⁽¹⁾	\$ 13.42	10/31/2011		J ⁽⁵⁾	13,207	⁽¹⁾ ⁽¹⁾	Common Stock	13,207
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.55					01/16/2003 01/15/2013	Common Stock	15,900
LSAR ⁽¹⁾	\$ 12.55					⁽¹⁾ ⁽¹⁾	Common Stock	15,900
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.55	10/31/2011		M ⁽⁵⁾	58,790	01/16/2008 01/15/2013	Common Stock	58,790
LSAR ⁽¹⁾	\$ 12.55	10/31/2011		J ⁽⁵⁾	58,790	⁽¹⁾ ⁽¹⁾	Common Stock	58,790
Employee Stock Option	\$ 14.6					01/02/2005 01/01/2014	Common Stock	90,000

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- (3) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.
- (4) Of these shares, 14,056 shares were surrendered to pay the option price and 25,174 shares were withheld to pay taxes for the reporting person's employee stock option exercise.
- (5) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.

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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