#### KANSAS CITY SOUTHERN

Form 4 July 21, 2016

#### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wochner William J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			KANSAS CITY SOUTHERN [KSU]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
KANSAS CITY SOUTHERN, PO BOX 219335			(Month/Day/Year) 07/20/2016	Director 10% OwnerX_ Officer (give title Other (specify below)  Sr VP & Chief Legal Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KANSAS CIT	Y, MO 64	121-9335	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)  Code V	(Instr. 3, 4 and  (A)  or  Amount (D)	Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock	07/20/2016		S	26,521 D	\$ 98.3167	21,121.453 (2)	D	

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)

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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. Transactic Code (Instr. 8)	5. orNumber 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)	\$ 35.41					03/01/2013(3)	02/29/2020	Common Stock	6,800
Employee Stock Option (Right to Buy)	\$ 52.62					<u>(4)</u>	02/22/2021	Common Stock	2,830
Employee Stock Option (Right to Buy)	\$ 66.99					<u>(4)</u>	02/21/2022	Common Stock	2,037
Employee Stock Option (Right to Buy)	\$ 97.77					<u>(4)</u>	02/20/2023	Common Stock	1,618
Employee Stock Option (Right to Buy)	\$ 94.23					<u>(4)</u>	02/19/2024	Common Stock	1,720
Employee Stock Option (Right to Buy)	\$ 119.35					<u>(4)</u>	02/17/2025	Common Stock	1,649
Employee Stock Option	\$ 82.71					<u>(4)</u>	02/18/2026	Common Stock	3,851

(Right to Buy)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wochner William J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

Sr VP & Chief Legal Officer

#### **Signatures**

Adam J. Godderz, Attorney-in-fact

07/21/2016

\*\*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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.03 to \$98.9001, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) Includes 278 shares acquired on June 30, 2016 through the KCS Employee Stock Purchase Plan.
  - 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
- (3) consecutive trading days. The first target was met and 2,267 of these options became exercisable on November 19, 2010. The second target was met and 2,267 of these options became exercisable on December 8, 2010. The third target was met and 2,266 of these options became exercisable on January 7, 2011.
- (4) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

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.

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