KANSAS CITY SOUTHERN

Form 4

February 21, 2017

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ottensmeyer Patrick J		ng Person *	2. Issuer Name and 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				
			(Month/Day/Year)	Director 10% Owner			
KANSAS CITY SOUTHERN, PO		RN, PO	02/17/2017	_X_ Officer (give title Other (specify			
BOX 219335				below) below) President & CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
KANSAS CITY, MO 64121-9335				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Execution Date, if Transaction(A) or Disposed of					Form: Direct	Indirect
(Instr. 3)		any	Code (D) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/17/2017		A	13,977 (1)	A	\$ 0	99,205 (1)	D	
Common Stock							247.434 (2)	I	By 401(k) & P/S Plan

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	toi:	5. Nur Deriva Securi Acqui or Dis (D) (Instr.	ative ities red (pose 3, 4	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	7	(A))	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 35.41								03/01/2013(3)	02/29/2020	Common Stock	6,85
Employee Stock Option (Right to Buy)	\$ 52.62								<u>(4)</u>	02/22/2021	Common Stock	6,95
Employee Stock Option (Right to Buy)	\$ 66.99								<u>(4)</u>	02/21/2022	Common Stock	4,69
Employee Stock Option (Right to Buy)	\$ 97.77								<u>(4)</u>	02/20/2023	Common Stock	3,66
Employee Stock Option (Right to Buy)	\$ 94.23								<u>(4)</u>	02/19/2024	Common Stock	3,87
Employee Stock Option (Right to Buy)	\$ 119.35								<u>(4)</u>	02/17/2025	Common Stock	5,65
Employee Stock Option (Right to	\$ 82.71								<u>(4)</u>	02/18/2026	Common Stock	13,1

Buy)

Employee

Stock

Option \$ 86.89 02/17/2017

A 29,763

<u>(4)</u>

02/16/2027

Common Stock

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ottensmeyer Patrick J

KANSAS CITY SOUTHERN President PO BOX 219335 & CEO KANSAS CITY, MO 64121-9335

Signatures

Julie D. Powell, Attorney-in-fact

**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).
- 3,152 of these shares represent performance shares that were earned on February 17, 2017 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 28, 2017 contingent upon continued employment by the reporting person through that date. Until these shares vest, 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) Includes 1.804 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
 - 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 4,567 of these options became exercisable on November 19, 2010. The second target was met and 4,567 of these options became exercisable on December 8, 2010. The third target was met and 4,566 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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