#### KANSAS CITY SOUTHERN

Form 4 May 02, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

40,992 (5)

 $40,192^{(5)}$ 

37,892 (5)

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D

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

Common

Common

Common

Stock

Stock

Stock

05/01/2008

05/01/2008

05/01/2008

(Print or Type Responses)

HEAVIN JERRY W S			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
		KANSA	AS CITY	Y S	SOUTHE	ERN	[KSU]	(Check all applicable)				
(Last)	(First) (N	Middle)	3. Date of	f Earliest '	Tra	ansaction						
TZ A NIC A C			(Month/D	•					Director 10% Owner			
	CITY SOUTHERN	N, PO	05/01/2	800					X Officer (give title Other (specify below)			
BOX 21933	33								Sr. Vice President of Sub.			
	(Street)		4. If Ame	ndment, I	Dat	te Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Ye	ear)	)			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)	Tabl	e I - Non	-D	erivative S	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date			3.		4. Securit			5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, if	Transact Code	tio	n(A) or Dis (Instr. 3, 4	•		Securities Beneficially	Ownership Form: Direct	Indirect Repeticial	
(IIISu. 3)		(Month/Da	ay/Year)	(Instr. 8)	)	(IIISII. 3, -	t anu .	))	Owned	(D) or	Ownership	
									Following	Indirect (I)	(Instr. 4)	
							(A)		Reported Transaction(s)	(Instr. 4)		
				C 1 1	. 7		or	D.	(Instr. 3 and 4)			
Common	05/01/2008			Code V	V	Amount 23,000	(D)	Price \$	47,892 (5)	D		
Stock								12.55				
Common Stock	05/01/2008	S		3,100	D	\$ 46.86	44,792 (5)	D				

S

S

S

3,800

800

2,300

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Common Stock	05/01/2008	S	3,000	D	\$ 46.9	34,892 (5)	D	
Common Stock	05/01/2008	S	1,600	D	\$ 46.91	33,292 (5)	D	
Common Stock	05/01/2008	S	600	D	\$ 46.92	32,692 (5)	D	
Common Stock	05/01/2008	S	3,600	D	\$ 46.93	29,092 (5)	D	
Common Stock	05/01/2008	S	400	D	\$ 46.94	28,692 (5)	D	
Common Stock	05/01/2008	S	1,100	D	\$ 46.95	27,592 (5)	D	
Common Stock	05/01/2008	S	200	D	\$ 46.96	27,392 (5)	D	
Common Stock	05/01/2008	S	100	D	\$ 46.99	27,292 (5)	D	
Common Stock	05/01/2008	S	400	D	\$ 47	26,892 (5)	D	
Common Stock	05/01/2008	S	200	D	\$ 47.01	26,692 (5)	D	
Common Stock	05/01/2008	S	600	D	\$ 47.02	26,092 (5)	D	
Common Stock	05/01/2008	S	1,100	D	\$ 47.03	24,992 (5)	D	
Common Stock	05/01/2008	S	100	D	\$ 47.04	24,892 (5)	D	
Common Stock						1,418.354	I	Held by 401(k) & P/S Plan (7)
Common Stock						1.019	I	Held by ESOP (4)

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exercisable and</li></ol>	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
			Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (1)	\$ 13.34					09/04/2002	09/03/2011	Common Stock	20,000
LSAR (1)	\$ 13.34					<u>(1)</u>	<u>(1)</u>	Common Stock	20,000
Option (Right to Buy) (1)	\$ 14.78					07/19/2003	07/18/2012	Common Stock	30,000
LSAR (1)	\$ 14.78					<u>(1)</u>	<u>(1)</u>	Common Stock	30,000
Option (Right to Buy) (1)	\$ 12.9					10/01/2007	09/30/2012	Common Stock	80,000
LSAR (1)	\$ 12.9					<u>(1)</u>	<u>(1)</u>	Common Stock	80,000
Option (Right to Buy) (1)	\$ 14.6					11/07/2007	11/06/2012	Common Stock	2,000
LSAR (1)	\$ 14.6					(1)	<u>(1)</u>	Common Stock	2,000
Option (Right to Buy) (1)	\$ 12.55					(2)	01/15/2013	Common Stock	2,996
LSAR (1)	\$ 12.55					<u>(1)</u>	<u>(1)</u>	Common Stock	2,996
Option (Right to Buy) (1)	\$ 12.55	05/01/2008	M <u>(6)</u>	23	,000	01/16/2008	01/15/2013	Common Stock	23,000
LSAR (1)	\$ 12.55	05/01/2008	J <u>(6)</u>	23	,000	<u>(1)</u>	<u>(1)</u>	Common Stock	23,000
Option (Right to Buy) (1)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	20,000
LSAR (1)	\$ 14.6					<u>(1)</u>	<u>(1)</u>	Common Stock	20,000

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Option (Right to Buy) (1)	\$ 14.53	(3)	02/08/2014	Common Stock	2,771
LSAR (1)	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	2,771

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEAVIN JERRY W KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

Sr. Vice President of Sub.

# **Signatures**

Brian P. Banks, Attorney-in-fact 05/02/2008

\*\*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).
- Limited Stock Appreciation Rights ("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.
- (2) These options are exercisable in installments: 600 on June 23, 2003, 600 on June 23, 2004, 600 on June 23, 2005 and 1,196 on June 23, 2006.
- (3) These options are exercisable in installments: 554 on February 9, 2004, 554 on June 23, 2004, 554 on June 23, 2005 and 1109 on June 23, 2006.
- (4) 1.019 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.
- Includes 3,806 performance shares that were earned on February 28, 2008 when the KCS Compensation and Organization Committee determined that the 2007 performance goals were met. These performance shares will not vest until January 17, 2010 contingent upon continued employment by the reporting person through that date. With respect to these shares, 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.
- (6) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (7) Includes 26.492 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report for a total of 1,418.354 shares.

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.

Reporting Owners 4