Wochner William J Form 4 March 17, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

may continue. See Instruction

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

Stock

(Print or Type Responses)

1. Name and A Wochner W	Address of Reporting I Villiam J	Symbol	r Name and Ticker or Tr	C	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (N		AS CITY SOUTHER f Earliest Transaction	RN [KSU]	(Chec	ck all applicable)
, , ,		(Month/I	Day/Year)		Director		Owner
KANSAS C BOX 21933	CITY SOUTHERN 35	N, PO 03/13/2	.009		X Officer (give title Other (specify below) Sr VP & Chief Legal Officer		
	(Street)		endment, Date Original nth/Day/Year)		6. Individual or Jo Applicable Line) _X_ Form filed by	•	
KANSAS C	CITY, MO 64121-	9335			Form filed by M Person	More than One Re	porting
(City)	(State)	(Zip) Tab	le I - Non-Derivative Se	curities Acc	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			osed of (D) and 5) A) or D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	03/13/2009		F 347 I) \$ 14.51	113,904 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

17,172.514

Ι

Held by

ESOP (2)

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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)	of	ties red sed	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) (3)	\$ 14.34						02/27/2001	02/26/2011	Common Stock	817
LSAR (3)	\$ 14.34						(3)	(3)	Common Stock	817
Employee Stock Option (Right to Buy) (3)	\$ 13.42						02/06/2002	02/05/2012	Common Stock	873
LSAR (3)	\$ 13.42						(3)	(3)	Common Stock	873
Employee Stock Option (Right to Buy) (3)	\$ 12.55						01/16/2003	01/15/2013	Common Stock	1,148
LSAR (3)	\$ 12.55						(3)	<u>(3)</u>	Common Stock	1,148
Employee Stock Option (Right to Buy) (3)	\$ 14.6						01/02/2005	01/01/2014	Common Stock	6,000
LSAR (3)	\$ 14.6						(3)	(3)	Common Stock	6,000
Employee Stock Option	\$ 14.53						02/09/2004	02/08/2014	Common Stock	1,102

8. I Der Sec (In:

(Right to Buy) $\frac{(3)}{}$					
LSAR (3)	\$ 14.53	(3)	<u>(3)</u>	Common Stock	1,102
Employee Stock Option (Right to Buy) (3)	\$ 34.11	02/23/2012	02/22/2017	Common Stock	22,500
LSAR (3)	\$ 34.11	(3)	(3)	Common	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 6	Director	10% Owner	Officer	Other		
Wochner William J KANSAS CITY SOUTHERN			Sr VP &			
PO BOX 219335 KANSAS CITY, MO 64121-9335			Chief Legal Officer			

Signatures

Brian P. Banks, Attorney-in-fact 03/17/2009

**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).
- Includes 10,192 performance shares that have been earned by the reporting person under KCS's 2007-2009 long-term incentive plan with respect to the 2007 and 2008 performance periods. These performance shares will not vest until January 17, 2010. 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.
- (2) 17,172.514 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.
- 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.

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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