### Edgar Filing: Starling David L - Form 4

Staulin - David I

Form 4	/Iu L										
January 07, 2	2011										
FORM	FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check th				0					Expires:	January 31,	
subject to	Section 16. SEC				S IN BENEFICIAL OWNERSHIP OF ECURITIES				Estimated average burden hours per		
Form 5 obligatio may con See Instr 1(b).	Filed pur ons Section 17(	a) of the F	Public Ut		ling Con	npany	Act of	e Act of 1934, 71935 or Sectior 0	response	0.5	
(Print or Type ]	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol KANSAS CITY SOUTHERN [KSU]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of	Earliest Tra	ansaction			(Check	k all applicable	)	
· · ·	CITY SOUTHER	,	(Month/D 01/06/20	ay/Year)				Director X Officer (give below) Pres		Owner er (specify	
				I. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KANSAS C	CITY, MO 64121-	-9335						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ties Acq	uired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)		l of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/06/2011			F	1,242	D	\$ 50.42	101,079 (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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (2)	\$ 51.55					07/30/2013	07/29/2018	Common Stock	3,880
LSAR (2)	\$ 51.55					(2)	(2)	Common Stock	3,880
Employee Stock Option (Right to Buy)	\$ 35.41					03/01/2013 <u>(3)</u>	02/29/2020	Common Stock	20,600

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Starling David L KANSAS CITY SOUTHERN PO BOX 219335			President & CEO				
KANSAS CITY, MO 64121-9335							

### Signatures

Brian P. Banks,	01/07/2011
Attorney-in-fact	01/07/2011

\*\*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).
- (1) Includes 370 shares acquired on December 31, 2010 through the KCS Employee Stock Purchase Plan.

Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a(2) 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.

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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 6,867 of these options became exercisable on November 19, 2010. The second target was met and 6,867 of these options became exercisable on December 8, 2010. The third target was met and 6,866 of these options became exercisable on January 7, 2011.

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.