

WEYANDT PAUL J
Form 4
March 03, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEYANDT PAUL J

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO BOX 219335

(Street)

KANSAS CITY, MO 64121-9335

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KANSAS CITY SOUTHERN [KSU]

3. Date of Earliest Transaction (Month/Day/Year)

02/28/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/28/2008 | | A | | 2,003 (5) | A | \$ 0 28,002 |
| Common Stock | | | | | 0.795 | I | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) ⁽¹⁾ | \$ 12.97 | | | | | 09/10/2002 | 09/09/2011 | Common Stock | 15,000 |
| LSAR ⁽¹⁾ | \$ 12.97 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 15,000 |
| Option (Right to Buy) ⁽¹⁾ | \$ 12.55 | | | | | <u>(2)</u> | 01/15/2013 | Common Stock | 797 |
| LSAR ⁽¹⁾ | \$ 12.55 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 797 |
| Option (Right to Buy) ⁽¹⁾ | \$ 12.55 | | | | | 01/16/2008 | 01/15/2013 | Common Stock | 15,000 |
| LSAR ⁽¹⁾ | \$ 12.55 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 15,000 |
| Option (Right to Buy) ⁽¹⁾ | \$ 14.6 | | | | | 01/02/2005 | 01/01/2014 | Common Stock | 8,000 |
| LSAR ⁽¹⁾ | \$ 14.6 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 8,000 |
| Option (Right to Buy) ⁽¹⁾ | \$ 14.53 | | | | | <u>(3)</u> | 02/08/2014 | Common Stock | 813 |
| LSAR ⁽¹⁾ | \$ 14.53 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 813 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WEYANDT PAUL J
KANSAS CITY SOUTHERN
PO BOX 219335
KANSAS CITY, MO 64121-9335

Sr. Vice
President &
Treasurer

Signatures

Brian P. Banks,
Attorney-in-fact

03/03/2008

__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

(1) 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: 160 on June 23, 2003, 160 on June 23, 2004, 160 on June 23, 2005 and 317 on June 23, 2006.

(3) These options are exercisable in installments: 162 on February 9, 2004, 163 on June 23, 2004, 162 on June 23, 2005 and 326 on June 23, 2006.

(4) 0.795 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.

These shares represent 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

(5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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