

KANSAS CITY SOUTHERN
Form 4
May 06, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITT MICHAEL G

(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)

05/05/2005

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/05/2005		A		5,000	A	\$ 0	5,000	D
Common Stock								4,000	I
Common Stock								46,800	I
									By Family Grandchildren's Trust
									By Michael G. Fitt Trust

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
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SEC 1474
(9-02)

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)

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) <u>(1)</u>	\$ 5.75					05/02/2001	07/12/2010	Common Stock	30,000	
LSAR <u>(1)</u>	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	30,000	
Option (Right to Buy) <u>(1)</u>	\$ 5.75					07/13/2003	07/12/2010	Common Stock	6,000	
LSAR <u>(1)</u>	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	6,000	
Option (Right to Buy) <u>(1)</u>	\$ 12.5					05/01/2002	05/02/2011	Common Stock	10,000	
LSAR <u>(1)</u>	\$ 12.5					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000	
Option (Right to Buy) <u>(1)</u>	\$ 16.02					04/30/2003	05/01/2012	Common Stock	10,000	
LSAR <u>(1)</u>	\$ 16.02					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000	
Option (Right to Buy) <u>(1)</u>	\$ 11.05					05/01/2004	04/30/2013	Common Stock	10,000	
LSAR <u>(1)</u>	\$ 11.05					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000	
Option (Right to	\$ 13.8					05/04/2005	05/05/2014	Common Stock	10,000	

Buy) (1)LSAR (1) \$ 13.8(1)(1)Common
Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITT MICHAEL G KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X			

Signatures

Jay M. Nadlman, Attorney-in-fact	05/06/2005
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__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.

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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