

KANSAS CITY SOUTHERN  
Form 4  
February 24, 2009

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wochner William 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)

02/23/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Sr VP & Chief Legal Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock	02/23/2009		F	1,763 D	\$ 18.29	109,875 <sup>(1)</sup>	D
Common Stock					17,172.514	I	Held by ESOP <sup>(2)</sup>

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

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SEC 1474  
(9-02)

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**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. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy) <u>(3)</u>	\$ 14.34					02/27/2001	02/26/2011	Common Stock	817	
LSAR <u>(3)</u>	\$ 14.34					<u>(3)</u>	<u>(3)</u>	Common Stock	817	
Employee Stock Option (Right to Buy) <u>(3)</u>	\$ 13.42					02/06/2002	02/05/2012	Common Stock	873	
LSAR <u>(3)</u>	\$ 13.42					<u>(3)</u>	<u>(3)</u>	Common Stock	873	
Employee Stock Option (Right to Buy) <u>(3)</u>	\$ 12.55					01/16/2003	01/15/2013	Common Stock	1,148	
LSAR <u>(3)</u>	\$ 12.55					<u>(3)</u>	<u>(3)</u>	Common Stock	1,148	
Employee Stock Option (Right to Buy) <u>(3)</u>	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000	
LSAR <u>(3)</u>	\$ 14.6					<u>(3)</u>	<u>(3)</u>	Common Stock	6,000	
Employee Stock Option	\$ 14.53					02/09/2004	02/08/2014	Common Stock	1,102	

(Right to  
Buy) <sup>(3)</sup>LSAR <sup>(3)</sup> \$ 14.53<sup>(3)</sup><sup>(3)</sup>Common  
Stock 1,102Employee  
Stock

Option \$ 34.11

02/23/2012 02/22/2017

Common  
Stock 22,500(Right to  
Buy) <sup>(3)</sup>LSAR <sup>(3)</sup> \$ 34.11<sup>(3)</sup><sup>(3)</sup>Common  
Stock 22,500

## Reporting Owners

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

## Signatures

Brian P. Banks,  
Attorney-in-fact

02/24/2009

                    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).

(1) Includes 6,594 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. 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.

(3) 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.

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