Wochner William J Form 4 February 24, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wochner William J			ssuer Name <b>an</b> ool NSAS CITY			I	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  KANSAS CITY SOUTHERN, PO BOX 219335			te of Earliest Tath/Day/Year) 2/2012	Fransaction			Director 10% Owner X_ Officer (give title Other (specify below)		
KANSAS	(Street) CITY, MO 64121	Filed	Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(7:n)	Fahla I - Nan-	.Dorivativo	Social		Person	or Ranaficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed		Code (Instr. 3, 4 and 5)				5. Amount of 6. 7. Nature Securities Ownership Indirect Beneficially Form: Beneficially Owned Direct (D) Owner Following or Indirect (Instr. Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	
Common Stock	02/22/2012		Code V A	Amount 2,700 (1)	(D)	Price \$ 0	113,388 (2)	D	
Common Stock	02/22/2012		S	30,000	D	\$ 66.7433	83,388 (2)	D	
Common Stock	02/23/2012		F	1,394	D	\$ 67.38	81,994 (2)	D	
Common							17 176 695		Held by

401(k) &

P/S Plan

17,176.695

(4)

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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. Transacti Code (Instr. 8)	Securit	vative ries red	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	Amoun or Number of Share
Employee Stock Option (Right to Buy) (5)	\$ 12.55						01/16/2003	01/15/2013	Common Stock	1,148
LSAR (5)	\$ 12.55						<u>(5)</u>	(5)	Common Stock	1,148
Employee Stock Option (Right to Buy) (5)	\$ 14.6						01/02/2005	01/01/2014	Common Stock	6,000
LSAR (5)	\$ 14.6						<u>(5)</u>	(5)	Common Stock	6,000
Employee Stock Option (Right to Buy) (5)	\$ 14.53						02/09/2004	02/08/2014	Common Stock	1,102
LSAR (5)	\$ 14.53						<u>(5)</u>	(5)	Common Stock	1,102
Employee Stock Option (Right to Buy) (5)	\$ 34.11						02/23/2012	02/22/2017	Common Stock	22,50

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LSAR (5)	\$ 34.11				<u>(5)</u>	<u>(5)</u>	Common Stock	22,50
Employee Stock Option (Right to Buy)	\$ 35.41				03/01/2013(6)	02/29/2020	Common Stock	6,800
Employee Stock Option (Right to Buy)	\$ 52.62				<u>(7)</u>	02/22/2021	Common Stock	2,830
Employee Stock Option (Right to Buy)	\$ 66.99	02/22/2012	A	2,037	<u>(7)</u>	02/21/2022	Common Stock	2,037

# **Reporting Owners**

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

# **Signatures**

Brian P. Banks,
Attorney-in-fact

\*\*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).
- 1,447 of these shares represent performance shares that were earned on February 22, 2012 when the KCS Compensation and Organization Committee determined that the 2011 performance goals were met. These performance shares will not vest until February 28, 2014. 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) Includes 308 shares acquired through the KCS Employee Stock Purchase Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.4904 to \$66.97, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Includes 1.106 shares acquired under the KCS Employee Stock Ownership Plan ("ESOP") since the date of the reporting person's last ownership report. Additionally, prior to December 31, 2011, these shares were held in the ESOP. Effective December 31, 2011, all assets of the ESOP were merged into the KCS 401(k) and Profit Sharing Plan.

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- 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.
  - 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
- (6) consecutive trading days. The first target was met and 2,267 of these options became exercisable on November 19, 2010. The second target was met and 2,267 of these options became exercisable on December 8, 2010. The third target was met and 2,266 of these options became exercisable on January 7, 2011.
- (7) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

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.