Ottensmeyer Patrick J Form 4 March 01, 2012

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549 Number

Expires: January 31, 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

obligations may continue.

See Instruction

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 sponse... 0.5

1(b).

(Print or Type Responses)

1. Name and A Ottensmeyer	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol KANSAS CITY SOUTHERN [KSU]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					,
KANSAS C BOX 21933	N, PO	(Month/D 02/29/20	•		Director 10% Owner _X_ Officer (give title Other (specify below)  EVP - Sales and Marketing			
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
KANSAS C	-9335	Filed(Mon	th/Day/Year		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned n Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership

ial hip Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 02/29/2012 F 359 D 40,918 (1) D Stock 69.58

Common Stock 234.715 I By 401(k) & P/S Plan

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

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SEC 1474

(9-02)

### Edgar Filing: Ottensmeyer Patrick J - Form 4

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	any Code of (Month/Day/Year) (Instr. 8) Deriv Secur Acqui (A) or Dispo of (D) (Instr.		orNumber			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (2)	\$ 25.8					06/09/2009	06/08/2016	Common Stock	10,000
LSAR (2)	\$ 25.8					(2)	(2)	Common Stock	10,000
Employee Stock Option (Right to Buy) (2)	\$ 25.8					06/09/2011	06/08/2016	Common Stock	5,000
LSAR (2)	\$ 25.8					(2)	(2)	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 35.41					03/01/2013(3)	02/29/2020	Common Stock	6,850
Employee Stock Option (Right to Buy)	\$ 52.62					<u>(4)</u>	02/22/2021	Common Stock	6,950
Employee Stock Option (Right to Buy)	\$ 66.99					<u>(4)</u>	02/21/2022	Common Stock	4,690

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ottensmeyer Patrick J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

**EVP** - Sales and Marketing

### **Signatures**

Brian P. Banks, Attorney-in-fact

03/01/2012

\*\*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).
  - 3,539 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
- (1) 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.
- 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
- (3) consecutive trading days. The first target was met and 4,567 of these options became exercisable on November 19, 2010. The second target was met and 4,567 of these options became exercisable on December 8, 2010. The third target was met and 4,566 of these options became exercisable on January 7, 2011.
- (4) 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.

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