Wochner William J Form 4 January 20, 2009

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Wochner William J			Symbol				FIZOTI	Issuer			
	KANSAS CITY SOUTHERN [KSU]			[KSU]	(Check all applicable)						
(Last) (First) (Middle) KANSAS CITY SOUTHERN, PO BOX 219335			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2009				Director 10% Owner Sofficer (give title Other (specify below) below) Sr VP & Chief Legal Officer			
	(Street) 4. If Amendment, Date O Filed(Month/Day/Year)			_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
KANSAS CITY, MO 64121-9335								Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yes	ar) Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/17/2009			Code V F	Amount 435	(D)	Price \$ 18.02	(Instr. 3 and 4) 112,985 (1) (2)	D		
Common Stock	01/19/2009			F	261	D	\$ 18.02	112,724 (1) (2)	D		
Common Stock								17,161.3	I	Held by ESOP (3)	

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

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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)	nsaction Date h/Day/Year) 3A. Deemed 4. 5. 6. Date Exercisable and Execution Date, if any Code of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	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) (4)	\$ 14.34					02/27/2001	02/26/2011	Common Stock	817
LSAR (4)	\$ 14.34					<u>(4)</u>	<u>(4)</u>	Common Stock	817
Employee Stock Option (Right to Buy) (4)	\$ 13.42					02/06/2002	02/05/2012	Common Stock	873
LSAR (4)	\$ 13.42					<u>(4)</u>	<u>(4)</u>	Common Stock	873
Employee Stock Option (Right to Buy) (4)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	1,148
LSAR (4)	\$ 12.55					<u>(4)</u>	<u>(4)</u>	Common Stock	1,148
Employee Stock Option (Right to Buy) (4)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000
LSAR (4)	\$ 14.6					<u>(4)</u>	<u>(4)</u>	Common Stock	6,000
	\$ 14.53					02/09/2004	02/08/2014		1,102

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Employee Stock Option (Right to Buy) (4)				Common Stock	
LSAR (4)	\$ 14.53	<u>(4)</u>	<u>(4)</u>	Common Stock	1,102
Employee Stock Option (Right to Buy) (4)	\$ 34.11	02/23/2012	02/22/2017	Common Stock	22,500
LSAR (4)	\$ 34.11	<u>(4)</u>	<u>(4)</u>	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wochner William J KANSAS CITY SOUTHERN			Sr VP &				
PO BOX 219335 KANSAS CITY, MO 64121-9335			Chief Legal 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).
- 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 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.
- (2) Includes 375 shares acquired on January 1, 2009 through the KCS Employee Stock Purchase Plan.
- (3) 17,161.300 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.
- 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. 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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