KANSAS CITY SOUTHERN

Form 4

March 02, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Print or Type Responses)

1. Name and A Wochner W	Symbol	2. Issuer Name and Ticker or Trading Symbol KANSAS CITY SOUTHERN [KSU]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) 3. Date of Earliest Tran		ansaction	(Check all applicable)				
KANSAS O BOX 21933	CITY SOUTHERN, PO	(Month/Day/Year)			DirectorX Officer (giv below) Sr VP &			
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
KANSAS C	CITY, MO 64121-933.	`	nth/Day/Year		Applicable Line) _X_ Form filed by One Reporting Pers Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative Securities Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any	ecution Date, if	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	n(A) or Disposed of (D)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/26/2009		A	3,598 (1)	A	\$ 0	113,473 (2)	D	
Common Stock	02/26/2009		A	1,375	A	\$0	114,848 (2)	D	
Common Stock	02/27/2009		F	597	D	\$ 17.8	114,251 (2)	D	
Common Stock							17,172.514	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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SEC 1474 (9-02)

> 8. I Der Sec (In:

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Underlying (Instr. 3 and	Securities
				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

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LSAR (4)	\$ 14.6	<u>(4)</u>	<u>(4)</u>	Common Stock	6,000
Employee Stock Option (Right to Buy) (4)	\$ 14.53	02/09/2004	02/08/2014	Common Stock	1,102
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						
1	Director	10% Owner	Officer	Other			
Wochner William J			Sr VP &				
KANSAS CITY SOUTHERN			DI . I CC				
PO BOX 219335			Chief Legal				
KANSAS CITY, MO 64121-9335			Officer				

Signatures

Brian P. Banks, Attorney-in-fact

**Signature of Reporting Person Dat

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).
- These shares represent performance shares that were earned on February 26, 2009, when the KCS Compensation and Organization

 Committee determined the level at which the 2008 performance goals 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 stockholder of the company.
- Includes 10,192 performance shares that have been earned by the reporting person under KCS's 2007-2009 long-term incentive plan with respect to the 2007 and 2008 performance periods. 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.
- (3) 17,172.514 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.

Reporting Owners 3

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