

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

HAVERTY MICHAEL R

CIK: **1224434**

Type: **5** | Act: **34** | File No.: **001-04717** | Film No.: **13528837**

Mailing Address

C/O KANSAS CITY

SOUTHERN

427 WEST 12TH STREET

KANSAS CITY MO 64105

ISSUER

KANSAS CITY SOUTHERN

CIK: **54480** | IRS No.: **440663509** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **4011** Railroads, line-haul operating

Mailing Address

PO BOX 219335

KANSAS CITY MO 64121

Business Address

427 W 12TH STREET

KANSAS CITY MO 64105

8169831303

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person HAVERTY MICHAEL R			2. Issuer Name and Ticker or Trading Symbol KANSAS CITY SOUTHERN [KSU]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			
KANSAS CITY SOUTHERN, PO BOX 219335			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) KANSAS CITY, MO 64121-9335						
(City)	(State)	(Zip)				

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/10/2012		G	37,500	D	\$ 0	702,094 ⁽¹⁾ ⁽²⁾	D	
Common Stock							51,355.135 ⁽³⁾	I	Held by 401(k) and P/S Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$14.53						02/09/2004	02/08/2014	Common Stock		13,689	D	
LSAR ⁽⁴⁾	\$14.53						(4)	(4)	Common Stock		13,689	D	

Employee Stock Option (Right to Buy)	\$35.41						03/01/2013 ⁽⁵⁾	02/29/2020	Common Stock	49,200		49,200	D
Employee Stock Option (Right to Buy)	\$52.62						(6)	02/22/2021	Common Stock	15,700		15,700	D
Employee Stock Option (Right to Buy)	\$66.99						(6)	02/21/2022	Common Stock	10,611		10,611	D

Explanation of Responses:

1. Includes 129 shares acquired on December 31, 2012 through the KCS Employee Stock Purchase Plan.
2. 8,042 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.
3. Includes 255.075 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
4. 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.
5. 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 consecutive trading days. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.
6. These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

Signatures

Julie D. Powell, Attorney-in-fact
 ** Signature of Reporting Person

01/14/2013
 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.