

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**  
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### REPORTING OWNER

**Derry John E**

CIK: **1454127**

Type: **4** | Act: **34** | File No.: **001-04717** | Film No.: **13662167**

Mailing Address

*P.O. BOX 219335*

*KANSAS CITY MO 64121*

### 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 4

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

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

| OMB APPROVAL                                |            |
|---|------------|
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### 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<br><b>Derry John E</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>KANSAS CITY SOUTHERN [KSU]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Sr. VP - Human Resources</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/28/2013</b>            |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |  |  |
| KANSAS CITY SOUTHERN, PO BOX 219335                            |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |  |  |  |  |  |
| (Street)<br><b>KANSAS CITY, MO 64121-9335</b>                  |         |          |  |  |  |  |  |  |
| (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) Price |   |  |   |
| Common Stock                    | 02/28/2013                           |  | E                              |   | 88  | D \$102.97       | 16,924 <sup>(1)</sup> <sup>(2)</sup>  | D  |   |

**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) |
|---|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|   |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |
| Employee Stock Option (Right to Buy) <sup>(3)</sup> | \$39.53  |                                      |  |                                |   |   |     | 03/28/2013   | 03/27/2018      | Common Stock  | 200  | 200  | D  |  |
| LSAR <sup>(3)</sup>                                 | \$39.53  |                                      |  |                                |   |   |     | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock  | 200  | 200  | D  |  |
| Employee Stock                                      | \$35.41  |                                      |  |                                |   |   |     | 03/01/2013 <sup>(4)</sup>                                | 02/29/2020      | Common Stock  | 3,800                                      | 3,800  | D  |  |

|  |         |  |  |  |  |  |     |            |                 |       |  |       |   |  |
|--|---------|--|--|--|--|--|-----|------------|-----------------|-------|--|-------|---|--|
| Option<br>(Right to<br>Buy)                      |         |  |  |  |  |  |     |            |                 |       |  |       |   |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$52.62 |  |  |  |  |  | (5) | 02/22/2021 | Common<br>Stock | 1,570 |  | 1,570 | D |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$66.99 |  |  |  |  |  | (5) | 02/21/2022 | Common<br>Stock | 1,167 |  | 1,167 | D |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$97.77 |  |  |  |  |  | (5) | 02/20/2023 | Common<br>Stock | 955   |  | 955   | D |  |

**Explanation of Responses:**

- 834 of these shares represent performance shares that were earned on February 21, 2013 when the KCS Compensation and Organization Committee determined that the 2012 performance goals were met. These performance shares will not vest until February 28, 2014 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.
- 804 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 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 consecutive trading days. The first target was met and 1,267 of these options became exercisable on November 19, 2010. The second target was met and 1,267 of these options became exercisable on December 8, 2010. The third target was met and 1,266 of these options became exercisable on January 7, 2011.
- These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

**Signatures**

Adam J. Godderz, Attorney-in-fact  
 \*\* Signature of Reporting Person

03/04/2013  
 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.**