KANSAS CITY SOUTHERN

Form 4 May 16, 2006

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 4 or
Form 5
obligations
may continue.

Filed pursuant to Section 17(a) of the Pu

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Avramovich Daniel W			2. Issuer Name and Symbol	l Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			SOUTHERN [KSU]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest T	ransaction	Dimenton	100/ 0		
**	~~~~		(Month/Day/Year)			10% Owner		
KANSAS CITY SOUTHERN, PO			05/15/2006		X Officer (give tit below)	le Other (specify below)		
BOX 21933	35				· · · · · · · · · · · · · · · · · · ·	ales & Marketing		
	(Street)		4. If Amendment, Da	ate Original	6. Individual or Join	t/Group Filing(Check		
			Filed(Month/Day/Year	r)	Applicable Line)			
			•		_X_ Form filed by One	Reporting Person		
KANSAS C	CITY, MO 64	121-9335			Form filed by Mor Person	e than One Reporting		
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities Acq	uired, Disposed of, o	r Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of 6	5. 7. Nature		

. •	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		•	5. Amount of Securities		7. Nature of Indirect
(Instr. 3)	(any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4		` ′	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		(Month/Day/Tear)			(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common			Code V	Amount	(D)	Price			
Stock	05/15/2006		A	20,000	A	\$ 0	20,000	D	
Common Stock	05/15/2006		A	5,000	A	\$ 26.18	25,000	D	

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

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (1)	\$ 26.18	05/15/2006		A	20,000	<u>(2)</u>	05/14/2016	Common Stock	20,000
LSAR (1)	\$ 26.18	05/15/2006		A	20,000	<u>(1)</u>	<u>(1)</u>	Common Stock	20,000
Option (Right to Buy) (1)	\$ 26.18	05/15/2006		A	10,000	05/15/2011	05/14/2016	Common Stock	10,000
LSAR (1)	\$ 26.18	05/15/2006		A	10,000	<u>(1)</u>	<u>(1)</u>	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
Avramovich Daniel W KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Exec. VP-Sales & Marketing				

Signatures

Jay M. Nadlman, Attorney-in-fact 05/16/2006

**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).
- 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.
- (2) These options become exercisable in installments: 6,667 on May 15, 2007, 6,667 on May 15, 2008, and 6,666 on May 15, 2009. 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 2

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