

KANSAS CITY SOUTHERN  
Form 4  
January 08, 2009

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JONES JAMES R

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO  
BOX 219335

(Street)

KANSAS CITY, MO 64121-9335

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

KANSAS CITY SOUTHERN [KSU]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/08/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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                    | 01/08/2009                           |                                                    | M <sup>(1)</sup>               |                                                                   | 1,500  | A          | \$ 3.5898                                                                                     | 39,072                                                   | D                                                     |
| Common Stock                    | 01/08/2009                           |                                                    | M <sup>(1)</sup>               |                                                                   | 36,000 | A          | \$ 5.75                                                                                       | 75,072                                                   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 3.5898                                                             | 01/08/2009                              |                                                             | M                                       | 1,500                                                                                                        | 05/03/2000                                                     | 05/05/2009         | Common<br>Stock                                                     | 1,500                               |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 5.75                                                               | 01/08/2009                              |                                                             | M                                       | 30,000                                                                                                       | 05/02/2001                                                     | 07/12/2010         | Common<br>Stock                                                     | 30,000                              |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 5.75                                                               | 01/08/2009                              |                                                             | M                                       | 6,000                                                                                                        | 07/13/2003                                                     | 07/12/2010         | Common<br>Stock                                                     | 6,000                               |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 12.5                                                               |                                         |                                                             |                                         |                                                                                                              | 05/01/2002                                                     | 05/02/2011         | Common<br>Stock                                                     | 10,000                              |
| LSAR <u>(2)</u>                                     | \$ 12.5                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(2)</u>                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 10,000                              |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 16.02                                                              |                                         |                                                             |                                         |                                                                                                              | 04/30/2003                                                     | 05/01/2012         | Common<br>Stock                                                     | 10,000                              |
| LSAR <u>(2)</u>                                     | \$ 16.02                                                              |                                         |                                                             |                                         |                                                                                                              | <u>(2)</u>                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 10,000                              |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 11.05                                                              |                                         |                                                             |                                         |                                                                                                              | 05/01/2004                                                     | 04/30/2013         | Common<br>Stock                                                     | 10,000                              |
| LSAR <u>(2)</u>                                     | \$ 11.05                                                              |                                         |                                                             |                                         |                                                                                                              | <u>(2)</u>                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 10,000                              |
| Option<br>(Right to<br>Buy) <u>(2)</u>              | \$ 13.8                                                               |                                         |                                                             |                                         |                                                                                                              | 05/04/2005                                                     | 05/05/2014         | Common<br>Stock                                                     | 10,000                              |
| LSAR <u>(2)</u>                                     | \$ 13.8                                                               |                                         |                                                             |                                         |                                                                                                              | <u>(2)</u>                                                     | <u>(2)</u>         | Common<br>Stock                                                     | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |         |       |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                      | Director      | 10% Owner | Officer | Other |
| JONES JAMES R<br>KANSAS CITY SOUTHERN<br>PO BOX 219335<br>KANSAS CITY, MO 64121-9335 | X             |           |         |       |

## Signatures

|                                                |                     |
|------------------------------------------------|---------------------|
| Brian P. Banks,<br>Attorney-in-fact            | 01/08/2009          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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).
- (1) Options exercised in rule 16b-3 exempt transaction.  
Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a
- (2) 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.  
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