Starling David L Form 4 March 02, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Starling David L			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			AS CITY Fearliest Tr	SOUTHERN [KSU]	(Check all applicable)				
(Eust)	(11151)	(ivilidate)	(Month/D		ansaction	Director	10%	Owner	
KANSAS C BOX 21933	ITY SOUTH	ERN, PO	02/26/2	•		X Officer (gives below)	below) esident & COO	er (specify	
(Street)			4. If Ame	ndment, Da	nte Original	6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Year	•)	Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
KANSAS C	ITY, MO 641	21-9335				Form filed by Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction (Month/Day/Y			3.	4. Securities Acquired or (A) or Disposed of (D)		6. Ownership		

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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/26/2010		F	649	D	\$ 34.3	53,776	D	
Common Stock	03/01/2010		A	12,151	A	\$0	65,927	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (1)	\$ 51.55					07/30/2013	07/29/2018	Common Stock	3,88
LSAR (1)	\$ 51.55					<u>(1)</u>	<u>(1)</u>	Common Stock	3,88
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2010		A	20,600	03/01/2013(2)	02/29/2020	Common Stock	20,6

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

> > President & COO

Starling David L

KANSAS CITY SOUTHERN PO BOX 219335

KANSAS CITY, MO 64121-9335

Signatures

Brian P. Banks, 03/02/2010 Attorney-in-fact

**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.

Reporting Owners 2

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.