

Ebbrecht David R  
Form 4  
July 30, 2012

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ebbrecht David R

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO  
BOX 219335

(Street)

KANSAS CITY, MO 64121

(City) (State) (Zip)

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

KANSAS CITY SOUTHERN [KSU]

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

07/27/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/27/2012                              |                                                             | M                                    | 3,800 A                                                                 | \$ 35.41 26,783 <sup>(1)</sup>                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/27/2012                              |                                                             | S                                    | 400 D                                                                   | \$ 74.861 26,383 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/27/2012                              |                                                             | S                                    | 3,400 D                                                                 | \$ 74.868 22,983 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 11.237                                                                                                             | I                                                                    | By 401(k)<br>& Profit<br>Sharing<br>Plan                          |

# Edgar Filing: Ebbrecht David R - Form 4

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

**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 control number.**

SEC 1474  
(9-02)

**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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.41                                                              | 07/27/2012                              |                                                             | <u>M</u> <sup>(2)</sup>                 |                                                                                                                 | 1,267                                                          |     | 11/19/2010                                                          | 02/29/2020         | Common<br>Stock | 1,267                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.41                                                              | 07/27/2012                              |                                                             | <u>M</u> <sup>(2)</sup>                 |                                                                                                                 | 1,267                                                          |     | 12/08/2010                                                          | 02/29/2020         | Common<br>Stock | 1,267                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.41                                                              | 07/27/2012                              |                                                             | <u>M</u> <sup>(2)</sup>                 |                                                                                                                 | 1,266                                                          |     | 01/07/2011                                                          | 02/29/2020         | Common<br>Stock | 1,266                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 52.62                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(3)</u>                                                          | 02/22/2021         | Common<br>Stock | 3,320                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 66.99                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(4)</u>                                                          | 02/21/2022         | Common<br>Stock | 3,362                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                          |       |
|------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                  | Other |
| Ebbrecht David R<br>KANSAS CITY SOUTHERN<br>PO BOX 219335<br>KANSAS CITY, MO 64121 |               |           | Executive Vice President |       |

## Signatures

Julie D. Powell,  
Attorney-in-fact

07/30/2012

\_\_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).

2,541 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

(1) 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.

(2) Options exercised in rule 16b-3 exempt transaction.

(3) 1,660 of these options become exercisable on February 23, 2013 and 1,660 of these options become exercisable on February 23, 2014.

(4) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

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.