DRUTEN ROBERT J

Form 4 May 22, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 * DRUTEN ROBERT J			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	KANS	KANSAS CITY SOUTHERN [KSU]				(Check all applicable)				
(Last)	(First) (M	fiddle) 3. Date	3. Date of Earliest Transaction			(Chook all approacts)				
IZANICAC O		(Month/Day/Year)				X Director Officer (given)		% Owner ner (specify		
KANSAS C BOX 21933	N, PO 05/18/	05/18/2018				below)	below)	er (specify		
	4. If An	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(M	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
KANSAS C	ITY, MO 64121-	9335					Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-D	erivative (Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		Code	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially (D) or B Owned Indirect (I) O		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/18/2018		A	963	A	\$0	22,409 (1)	D		
Common Stock	05/18/2018		A	1,972 (2)	A	\$ 109	24,381 (1) (2)	D		
Common Stock	05/18/2018		M	10	A	<u>(3)</u>	24,391 (1) (2)	D		

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

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number.

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)	orDeri Secu Acqı Disp	fumber of ivative urities uired (A) or cosed of (D) tr. 3, 4, and	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
Dividend Equivalent Right	<u>(3)</u>	05/18/2018		M		10.1307	(3)	(3)	Common Stock	10.1307

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
DRUTEN ROBERT J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X						

Signatures

Julie D. Powell, Attorney-in-fact 05/22/2018

**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).
- 6,162 of these shares represent Deferred Stock that was issued to the reporting person pursuant to the Kansas City Southern
 (1) Non-Management Director Deferred Stock Award Program in lieu of retainer fees. The reporting person has no voting rights and is entitled to receive Dividend Equivalents with respect to this Deferred Stock.
- 1,972 of these shares represent Deferred Stock that was issued to the reporting person pursuant to the Kansas City Southern(2) Non-Management Director Deferred Stock Award Program in lieu of retainer fees of \$215,000 in 2018. The reporting person has no voting rights and is entitled to receive Dividend Equivalents with respect to this Deferred Stock.
- Settlement of dividend equivalent rights in connection with payment of 774 of the reporting person's deferred shares on May 18, 2018.

 The rights accrued when and as dividends were paid on Kansas City Southern ("KCS") common stock and became payable proportionately with the deferred shares to which they related. Each dividend equivalent is the economic equivalent of one share of KCS common stock. The fractional share was paid in cash.

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.

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