HAVERTY MICHAEL R

Form 4

October 16, 2012

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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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HAVERTY	MICHAEL R		Symbol	A C CIT	v	SOUTUE	DNI	I KCI II	Issuer			
			KANSAS CITY SOUTHERN [KSU]				[KSU]	(Check all applicable)				
(Last)	(First)	(Middle)				ansaction						
KANSAS O BOX 21933	CITY SOUTH	ERN, PO	(Month/I 10/15/2	•	r)				_X_ Director _X_ Officer (give below)		Owner or (specify	
	(Street)		4. If Ame	endment	, Da	te Original			6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting			
KANSAS (CITY, MO 641	21-9335							Person			
(City)	(State)	(Zip)	Tab	le I - No	n-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.		4. Securit n(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	09/18/2012			G	V	1,750	D	\$ 0	667,706 <u>(2)</u>	D		
Common Stock	10/15/2012			<u>J(1)</u>		20,324	A	\$ 74.61	688,030 (2)	D		
Common Stock									51,100.06 (3)	I	Held by 401(k) and P/S Plan	

Persons who respond to the collection of

information contained in this form are not

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

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. Transactic Code (Instr. 8)	5. orNumber of 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
Employee Stock Option (Right to Buy) (4)	\$ 12.55					01/16/2003	01/15/2013	Common Stock	15,901
LSAR (4)	\$ 12.55					<u>(4)</u>	<u>(4)</u>	Common Stock	15,901
Employee Stock Option (Right to Buy) (4)	\$ 12.55					01/16/2008	01/15/2013	Common Stock	5,510
LSAR (4)	\$ 12.55					<u>(4)</u>	<u>(4)</u>	Common Stock	5,510
Employee Stock Option (Right to Buy) (4)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	90,000
LSAR (4)	\$ 14.6					<u>(4)</u>	<u>(4)</u>	Common Stock	90,000
Employee Stock Option (Right to Buy) (4)	\$ 14.53					02/09/2004	02/08/2014	Common Stock	13,689
LSAR (4)	\$ 14.53					<u>(4)</u>	<u>(4)</u>	Common	13,689

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				Stock	
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(5)	02/29/2020	Common Stock	49,200
Employee Stock Option (Right to Buy)	\$ 52.62	<u>(6)</u>	02/22/2021	Common Stock	15,700
Employee Stock Option (Right to Buy)	\$ 66.99	<u>(6)</u>	02/21/2022	Common Stock	10,611

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HAVERTY MICHAEL R							
KANSAS CITY SOUTHERN	X		Executive				
PO BOX 219335	Λ		Chairman				
KANSAS CITY, MO 64121-9335							

Signatures

Brian P. Banks, 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).
- On October 16, 2008, Mr. Haverty's wife, Mrs. Haverty, established and contributed Kansas City Southern common stock to a grantor retained annuity trust (the "2008 GRAT"). Mr. Haverty does not have a reporting duty for the shares held in the 2008 GRAT under Section 16(a) of the Securities Exchange Act of 1934 because Mrs. Haverty is not the trustee and does not have investment control over the shares. On October 15, 2012, 20,324 shares were distributed from the 2008 GRAT to Mr. & Mrs. Haverty.
- 8,042 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. 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.
- (3) Includes 142.133 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- (4) 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.

(5)

Reporting Owners 3

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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. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.

(6) 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.