KANSAS CITY SOUTHERN

Form 4

October 29, 2014

FORM 4

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

OMB

OMB APPROVAL

Number: Expires:

5. Relationship of Reporting Person(s) to

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average burden hours per

response...

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

SECURITIES

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

			Syn	nbol ANSAS CITY			Iss	Issuer (Check all applicable)				
	(Last)	(First)		3. Date of Earliest Transaction				•				
KANSAS CITY SOUTHERN, PO BOX 219335				onth/Day/Year) /28/2014				Director 10% OwnerX Officer (give title Other (specify below) Sr VP & Chief Legal Officer				
(Street)				Filed(Month/Day/Year) Ap				Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person				
	KANSAS	CITY, MO 64121	-9335				Per	Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - Non-	Derivative	Secu	rities Acquire	ed, Disposed of, o	or Beneficially	Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code		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	10/28/2014		M	20,000	A	\$ 34.11	79,526.453 (1)	D			
	Common	10/28/2014		S	20,000	D	\$ 121.4018	59,526.453	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)

17,580.473

I

(1)

(3)

(2)

Held by

401(k) &

P/S Plan

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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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (5)	\$ 34.11	10/28/2014		M(4)		20,000	02/23/2012	02/22/2017	Common Stock	20,0
LSAR (5)	\$ 34.11	10/28/2014		J <u>(4)</u>		20,000	<u>(5)</u>	<u>(5)</u>	Common Stock	20,0
Employee Stock Option (Right to Buy)	\$ 35.41						03/01/2013(6)	02/29/2020	Common Stock	6,80
Employee Stock Option (Right to Buy)	\$ 52.62						<u>(7)</u>	02/22/2021	Common Stock	2,81
Employee Stock Option (Right to Buy)	\$ 66.99						<u>(7)</u>	02/21/2022	Common Stock	2,03
Employee Stock Option (Right to Buy)	\$ 97.77						<u>(7)</u>	02/20/2023	Common Stock	1,61
Employee Stock Option	\$ 94.23						<u>(7)</u>	02/19/2024	Common Stock	1,72

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wochner William J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

Sr VP & Chief Legal Officer

Signatures

Adam J. Godderz, Attorney-in-fact

10/29/2014

**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).
- (1) Includes 87 shares acquired on June 30, 2014 through the KCS Employee Stock Purchase Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.40 to \$121.46, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Includes 124.108 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- (4) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- 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.
 - 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
- (6) consecutive trading days. The first target was met and 2,267 of these options became exercisable on November 19, 2010. The second target was met and 2,267 of these options became exercisable on December 8, 2010. The third target was met and 2,266 of these options became exercisable on January 7, 2011.
- (7) 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.

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