Lawrence Larry M Form 4 March 15, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lawrence Larry M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			KANSAS CITY SOUTHERN [KSU] (Check all applical			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
KANSAS CITY SOUTHERN, PO BOX 219335			03/12/2010	X Officer (give title Other (specify below)		
				Exec. VP & Asst. to Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
KANSAS CITY, MO 64121-9335				Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquor(A) or Disposed of (Instr. 3, 4 and 5) (A) or Amount (D)		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	03/12/2010		F	2,083	D	\$ 35.95	66,435	D	
Common Stock							11.242	I	By ESOP
Common Stock							9,652.931	I	by 401(k) & P/S Plan

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

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displays a currently valid OMB control 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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) (1)	\$ 12.575					11/01/2002	10/31/2011	Common Stock	15,000
LSAR (1)	\$ 12.575					<u>(1)</u>	<u>(1)</u>	Common Stock	15,000
Employee Stock Option (Right to Buy) (1)	\$ 15.8					05/01/2003	04/30/2012	Common Stock	10,000
LSAR (1)	\$ 15.8					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000
Employee Stock Option (Right to Buy) (1)	\$ 11.2					04/01/2008	03/31/2013	Common Stock	15,000
LSAR (1)	\$ 11.2					<u>(1)</u>	<u>(1)</u>	Common Stock	15,000
Employee Stock Option (Right to Buy) (1)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000
LSAR (1)	\$ 14.6					<u>(1)</u>	<u>(1)</u>	Common Stock	6,000

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Employee Stock Option (Right to Buy) (1)	\$ 14.53	<u>(2)</u>	02/08/2014	Common Stock	827
LSAR (1)	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	827
Employee Stock Option (Right to Buy) (1)	\$ 19.02	05/04/2006	05/03/2015	Common Stock	19,000
LSAR (1)	\$ 19.02	<u>(1)</u>	<u>(1)</u>	Common Stock	19,000
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2013(3)	02/29/2020	Common Stock	11,400

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Lawrence Larry M KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			Exec. VP & Asst. to Chairman			

Signatures

**Signature of Reporting Person

Brian P. Banks, Attorney-in-fact 03/15/2010

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.
- (2) These options became exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.
- 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.

Reporting Owners 3

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