

KANSAS CITY SOUTHERN  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wochner William J

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, PO  
BOX 219335

(Street)

KANSAS CITY, MO 64121-9335

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KANSAS CITY SOUTHERN [KSU]

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

02/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr VP & Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 02/27/2015                           |  | F                              |   | 920   | D  | \$ 117.08                                  |
| Common Stock                    | 02/27/2015                           |  | M                              |   | 2,500   | A  | \$ 34.11                                   |
| Common Stock                    | 02/27/2015                           |  | S                              |   | 2,440   | D  | \$ 116.25                                  |
| Common Stock                    | 03/02/2015                           |  | S                              |   | 17,560  | D  | \$ 116.7394                                |
| Common Stock                    |                                      |  |                                |   |   |  | <u>(1)</u>                                 |
| Common Stock                    |                                      |  |                                |   |   |  | 17,622.522                                 |
|                                 |                                      |  |                                |   |   | I  | Held by 401(k) &                           |

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

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(9-02)

**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) | 5. Number of Derivative Securities (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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 34.11   | 02/27/2015                           |  | M <sup>(5)</sup>               | 2,500  | 02/23/2012 02/22/2017                                    | Common Stock  | 2,500                      |
| LSAR <sup>(2)</sup>                                 | \$ 34.11   | 02/27/2015                           |  | J <sup>(5)</sup>               | 2,500  | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock  | 2,500                      |
| Employee Stock Option (Right to Buy)                | \$ 35.41   |                                      |  |                                |  | 03/01/2013 <sup>(3)</sup> 02/29/2020                     | Common Stock  | 6,800                      |
| Employee Stock Option (Right to Buy)                | \$ 52.62   |                                      |  |                                |  | <sup>(4)</sup> 02/22/2021                                | Common Stock  | 2,830                      |
| Employee Stock Option (Right to Buy)                | \$ 66.99   |                                      |  |                                |  | <sup>(4)</sup> 02/21/2022                                | Common Stock  | 2,037                      |
| Employee Stock                                      | \$ 97.77   |                                      |  |                                |  | <sup>(4)</sup> 02/20/2023                                | Common Stock  | 1,618                      |

Option  
(Right to  
Buy)

Employee  
Stock

Option \$ 94.23  
(Right to  
Buy)

(4) 02/19/2024 Common Stock 1,720

Employee  
Stock

Option \$ 119.35  
(Right to  
Buy)

(4) 02/17/2025 Common Stock 1,649

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| Wochner William J<br>KANSAS CITY SOUTHERN<br>PO BOX 219335<br>KANSAS CITY, MO 64121-9335 |               |           | Sr VP &<br>Chief Legal<br>Officer |       |

## Signatures

Adam J. Godderz, 03/03/2015  
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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.25 to \$117.16, 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.

(2) 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.

(3) 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 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.

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

(5) Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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