

KANSAS CITY SOUTHERN
Form 4
February 21, 2017

FORM 4

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

OMB APPROVAL

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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)

02/17/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| Common Stock | 02/17/2017 | | A | (A) or (D) A | 3,049 <u>(1)</u> | \$ 0 | 24,220.453 <u>(1)</u> <u>(2)</u> D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 35.41 | | | | | 03/01/2013 ⁽³⁾ | 02/29/2020 | Common Stock | 6,800 |
| Employee Stock Option (Right to Buy) | \$ 52.62 | | | | | ⁽⁴⁾ | 02/22/2021 | Common Stock | 2,830 |
| Employee Stock Option (Right to Buy) | \$ 66.99 | | | | | ⁽⁴⁾ | 02/21/2022 | Common Stock | 2,037 |
| Employee Stock Option (Right to Buy) | \$ 97.77 | | | | | ⁽⁴⁾ | 02/20/2023 | Common Stock | 1,618 |
| Employee Stock Option (Right to Buy) | \$ 94.23 | | | | | ⁽⁴⁾ | 02/19/2024 | Common Stock | 1,720 |
| Employee Stock Option (Right to Buy) | \$ 119.35 | | | | | ⁽⁴⁾ | 02/17/2025 | Common Stock | 1,649 |
| Employee Stock Option (Right to Buy) | \$ 82.71 | | | | | ⁽⁴⁾ | 02/18/2026 | Common Stock | 3,851 |

Employee

Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Option (Right to Buy) | \$ 86.89 | 02/17/2017 | A | 3,618 | (4) | 02/16/2027 | Common Stock | 3,618 |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|

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

| | |
|--------------------------------------|------------|
| Julie D. Powell, Attorney-in-fact | 02/21/2017 |
|--------------------------------------|------------|

__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) 1,398 of these shares represent performance shares that were earned on February 17, 2017 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 28, 2017 contingent upon continued employment by the reporting person through that date. Until these shares vest, 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.

(2) Includes 50 shares acquired on December 30, 2016 through the KCS Employee Stock Purchase Plan.

(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.

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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