KANSAS CITY SOUTHERN

Form 4 June 04, 2008

FORM 4

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

OMB Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAVERTY MICHAEL R			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
					SOUTHERN [KSU]	(Check all applicable)					
	(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction					
				(Month/D	ay/Year)		_X_ Director		Owner		
	KANSAS C	ITY SOUTHER	RN, PO	06/02/2008			_X_ Officer (give title Other (specify				
	BOX 21933:	5						below) below) Chairman & CEO			
							Cita	iiiiiaii & CEO			
(Street)			4. If Amer	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check					
				Filed(Mon	th/Day/Year)	Applicable Line)				
KANSAS CITY, MO 64121-9335						_X_ Form filed by One Reporting Person					
						Form filed by More than One Reporting Person					
							i cison				
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
	1.Title of	2. Transaction Da	ite 2A. Deei	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year	r) Executio	n Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
			(Month/I	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)			
					(A)	Reported					

1.Title of	2. Transaction Date	2A. Deemed	 4. Securities Acquired 		5. Amount of	6. Ownership	7. Nature o		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common	0.6.10.2.12.00.0		g(1)	100		\$	1 166 220 (2)	-	
Stock	06/02/2008		S(1)	100	D	49.97	1,166,320 (2)	D	
						.			
Common	06/02/2008		S(1)	200	D	\$	1,166,120 (2)	D	
Stock			_			49.98	-,, <u>-</u>		
Common			-: (1)		_	\$			
Stock	06/02/2008		S <u>(1)</u>	200	D	50.05	$1,165,920 \stackrel{(2)}{}$	D	
510 511									
Common	06/02/2008		S(1)	600	D	\$	1,165,320 (2)	D	
Stock	00/02/2000		5	000	D	50.06	1,105,520	D	
Common						\$			
Stock	06/02/2008		S <u>(1)</u>	200	D	50.08	$1,165,120 \stackrel{(2)}{}$	D	
SIUCK						20.00			

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Common Stock	06/02/2008	S(1)	100	D	\$ 50.13	1,165,020 (2)	D			
Common Stock	06/02/2008	S(1)	600	D	\$ 50.22	1,164,420 (2)	D			
Common Stock						11,032.52	I	Held by 401(k) and P/S Plan (3) (3)		
Common Stock						29,732.65	I	Held by ESOP (4)		
Common Stock						306,134	I	Held by spouse		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.										

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exer	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNumbe	r Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) Derivat	ive		Securi	ties	(Instr. 5)	
	Derivative				Securit	ies		(Instr.	3 and 4)		
	Security				Acquir	ed		·			
	·				(A) or						
					Dispose	ed					
					of (D)						
					(Instr. 3	3.					
					4, and 5						
					,	,					
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						LACICISADIC	Duic		of		
				Code	V (A) (I	D)			Shares		

Reporting Owners

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

Reporting Owners 2

Signatures

Brian P. Banks, Attorney-in-fact

**Signature of Reporting Person

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2007.
- Includes 46,878 performance shares that were earned on February 28, 2008 when the KCS Compensation and Organization Committee determined that the 2007 performance goals were met. These performance shares will not vest until January 17, 2010 contingent upon continued employment by the reporting person through that date. 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) A total of 11,032.520 shares have accrued to the reporting person's account under the Company's 401(k) and Profit Sharing Plan.
- (4) A total of 29,732.650 shares are held in the reporting person's account under the KCS Employee Stock Ownership Plan.

Remarks:

4 of 4 Forms 4 filed.

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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