### Edgar Filing: HAVERTY MICHAEL R - Form 4

HAVERTY MIC Form 4	CHAEL R											
July 02, 2008						~~~	NGE		OMB AF	PROVAL		
	UNITEDSI	ATES SE		ITIES A. hington,			NGE C	OMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5			SECUR	ITIES		NERSHIP OF	Expires: Estimated a burden hour response	-				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a)		lic Uti	lity Hold	ing Con	ipany	y Act of	1935 or Section	n			
(Print or Type Respo	onses)											
HAVERTY MICHAEL R Symbol			mbol	Name <b>and</b>				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mide		KANSAS CITY SOUTHERN [KSU] 3. Date of Earliest Transaction				(Chec	ck all applicable)				
KANSAS CITY SOUTHERN, PO 07/01/20 BOX 219335				ay/Year)				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman & CEO				
				ndment, Date Original hth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
	(State) (Zij							Person				
							-	uired, Disposed of		-		
Security (Mo (Instr. 3)	a	A. Deemed Execution Da ny Month/Day/ <sup>*</sup>	nte, if Year)	3. Transactio Code (Instr. 8) Code V	4. Securit n(A) or Di (Instr. 3, ) Amount	spose	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock 07/	/01/2008			S <u>(1)</u>	100	D	\$ 43.35	1,164,420 (2)	D			
Common Stock								11,032.52	Ι	Held by 401(k) and P/S Plan $(3)$		
Common Stock								29,732.65	I	Held by ESOP (4)		
Common Stock								306,134	I	Held by spouse		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									<b>.</b> .		
									Amount		
						Date	Expiration	<b>T</b> . 1	or		
						Exercisable	Date	Title	Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting o wher runner runness	Director	10% Owner	Officer	Other			
HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	Х		Chairman & CEO				
Signatures							
Driven D. Demlra							

Brian P. Banks, Attorney-in-fact 07/02/2008

\*\*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 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

- <sup>(2)</sup> 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.

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(4) A total of 29,732.650 shares are held in the reporting person's account under the KCS Employee Stock Ownership Plan.

#### **Remarks:**

6 of 6 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.