

Wochner William J  
 Form 4  
 February 24, 2011

**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)

**02/23/2011**

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/23/2011		F	1,338 D \$ 52.375	109,197	D	
Common Stock	02/23/2011		A	1,325 A \$ 0	110,522	D	
Common Stock					17,176.008	I	Held by ESOP

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

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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. 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	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 13.42					02/06/2002 02/05/2012	Common Stock	873
LSAR <sup>(1)</sup>	\$ 13.42					<u>(1)</u> <u>(1)</u>	Common Stock	873
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 12.55					01/16/2003 01/15/2013	Common Stock	1,148
LSAR <sup>(1)</sup>	\$ 12.55					<u>(1)</u> <u>(1)</u>	Common Stock	1,148
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.6					01/02/2005 01/01/2014	Common Stock	6,000
LSAR <sup>(1)</sup>	\$ 14.6					<u>(1)</u> <u>(1)</u>	Common Stock	6,000
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.53					02/09/2004 02/08/2014	Common Stock	1,102
LSAR <sup>(1)</sup>	\$ 14.53					<u>(1)</u> <u>(1)</u>	Common Stock	1,102
Employee Stock	\$ 34.11					02/23/2012 02/22/2017	Common Stock	22,500

