

Ottensmeyer Patrick J
 Form 4
 May 03, 2012

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 *
 Ottensmeyer Patrick J

2. Issuer Name and Ticker or Trading Symbol
 KANSAS CITY SOUTHERN [KSU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 KANSAS CITY SOUTHERN, PO BOX 219335
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Sales and Marketing

KANSAS CITY, MO 64121-9335
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/01/2012 | | M | | 15,000 | A | \$ 25.8 |
| | | | | | | | 55,918 ⁽¹⁾ |
| Common Stock | 05/01/2012 | | S | | 13,285 | D | \$ 78.8817 |
| | | | | | | | 42,633 ⁽¹⁾ |
| | | | | | | | ⁽²⁾ |
| Common Stock | | | | | | | 234.64 ⁽³⁾ |
| | | | | | | I | By 401(k) & P/S Plan |

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

SEC 1474 (9-02)

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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 Security (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) ⁽⁵⁾ | \$ 25.8 | 05/01/2012 | | M ⁽⁴⁾ | 10,000 | 06/09/2009 | 06/08/2016 | Common Stock | 10,000 |
| LSAR ⁽⁵⁾ | \$ 25.8 | 05/01/2012 | | J ⁽⁴⁾ | 10,000 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 25.8 | 05/01/2012 | | M ⁽⁴⁾ | 5,000 | 06/09/2011 | 06/08/2016 | Common Stock | 5,000 |
| LSAR ⁽⁵⁾ | \$ 25.8 | 05/01/2012 | | J ⁽⁴⁾ | 5,000 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 35.41 | | | | | 03/01/2013 ⁽⁶⁾ | 02/29/2020 | Common Stock | 6,800 |
| Employee Stock Option (Right to Buy) | \$ 52.62 | | | | | ⁽⁷⁾ | 02/22/2021 | Common Stock | 6,900 |
| Employee Stock Option (Right to Buy) | \$ 66.99 | | | | | ⁽⁷⁾ | 02/21/2022 | Common Stock | 4,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ottensmeyer Patrick J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335 | | | EVP - Sales and Marketing | |

Signatures

Brian P. Banks,
Attorney-in-fact

05/02/2012

__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).

3,539 of these shares represent performance shares that were earned on February 22, 2012 when the KCS Compensation and Organization Committee determined that the 2011 performance goals were met. These performance shares will not vest until February 28, 2014

(1) 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$78.8601 to \$79.01, 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.

(3) The amount of shares was reduced by 0.075 shares since the date of the reporting person's last ownership report due to an administrative fee that was charged to the account.

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

Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a

(5) 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.

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

(6) consecutive trading days. The first target was met and 4,567 of these options became exercisable on November 19, 2010. The second target was met and 4,567 of these options became exercisable on December 8, 2010. The third target was met and 4,566 of these options became exercisable on January 7, 2011.

(7) 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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