

KANSAS CITY SOUTHERN
Form 4
February 22, 2016

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 *
Upchurch Michael W

(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)

02/19/2016

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)
EVP & Chief Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/19/2016 | | A | | 8,938 (1) | A | \$ 0 23,565 (1) 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) | \$ 52.62 | | | | | 02/23/2014 | 02/22/2021 | Common Stock | 2,316 |
| Employee Stock Option (Right to Buy) | \$ 66.99 | | | | | <u>(2)</u> | 02/21/2022 | Common Stock | 3,126 |
| Employee Stock Option (Right to Buy) | \$ 97.77 | | | | | <u>(3)</u> | 02/20/2023 | Common Stock | 3,666 |
| Employee Stock Option (Right to Buy) | \$ 94.23 | | | | | <u>(3)</u> | 02/19/2024 | Common Stock | 3,876 |
| Employee Stock Option (Right to Buy) | \$ 119.35 | | | | | <u>(3)</u> | 02/17/2025 | Common Stock | 3,726 |
| Employee Stock Option (Right to Buy) | \$ 82.71 | 02/19/2016 | | A | 6,973 | <u>(3)</u> | 02/18/2026 | Common Stock | 6,973 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer

Other

Upchurch Michael W
KANSAS CITY SOUTHERN
PO BOX 219335
KANSAS CITY, MO 64121-9335

EVP & Chief Financial Officer

Signatures

Adam J. Godderz,
Attorney-in-fact

02/22/2016

__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).
2,543 of these shares represent performance shares that were earned on February 19, 2016 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 29, 2016 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.
- (1) 1,563 options become exercisable on February 22, 2014 and 1,563 options become exercisable on February 22, 2015.
- (2) 1,563 options become exercisable on February 22, 2014 and 1,563 options become exercisable on February 22, 2015.
- (3) 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. 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.