HEAVIN JERRY W

Form 4 March 03, 2008

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Form 4 or 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 * HEAVIN JERRY W			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) (M		3. Date of Earliest Transaction				(Check all applicable) Director 10% Owner					
KANSAS CITY SOUTHERN, PO BOX 219335			(Month/Day/Year) 02/28/2008					Officer (give title Other (specify below) Sr. Vice President of Sub.				
					Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KANSAS C	ITY, MO 64121-9	9335						Form filed by Person	More than One R	eporting		
(City)	(State) (Z	Zip)	Table	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Dat any (Month/Day/Y		n Date, if TransactionAcquired (A) or Code Disposed of (D))	Securities Form: Direct Inc Beneficially (D) or Be Owned Indirect (I) Ov		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	02/28/2008			A	3,806 (6)	A	\$0	25,561	D			
Common Stock								1,391.862	I	Held by 401(k) & P/S Plan (5)		
Common Stock								1.019	I	Held by ESOP (4)		
D D			C	1 0	. 11							

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

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$\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (1)	\$ 13.34					09/04/2002	09/03/2011	Common Stock	20,000
LSAR (1)	\$ 13.34					<u>(1)</u>	<u>(1)</u>	Common Stock	20,000
Option (Right to Buy) (1)	\$ 14.78					07/19/2003	07/18/2012	Common Stock	30,000
LSAR (1)	\$ 14.78					<u>(1)</u>	<u>(1)</u>	Common Stock	30,000
Option (Right to Buy) (1)	\$ 12.9					10/01/2007	09/30/2012	Common Stock	80,000
LSAR (1)	\$ 12.9					<u>(1)</u>	<u>(1)</u>	Common Stock	80,000
Option (Right to Buy) (1)	\$ 14.6					11/07/2007	11/06/2012	Common Stock	2,000
LSAR (1)	\$ 14.6					<u>(1)</u>	<u>(1)</u>	Common Stock	2,000
Option (Right to Buy) (1)	\$ 12.55					(2)	01/15/2013	Common Stock	2,996
LSAR (1)	\$ 12.55					<u>(1)</u>	<u>(1)</u>	Common Stock	2,996
Option (Right to	\$ 12.55					01/16/2008	01/15/2013	Common Stock	30,000

8. Pri Deriv Secur (Instr

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Buy) (1)					
LSAR (1)	\$ 12.55	<u>(1)</u>	<u>(1)</u>	Common Stock	30,000
Option (Right to Buy) (1)	\$ 14.6	01/02/2005	01/01/2014	Common Stock	20,000
LSAR (1)	\$ 14.6	<u>(1)</u>	<u>(1)</u>	Common Stock	20,000
Option (Right to Buy) (1)	\$ 14.53	(3)	02/08/2014	Common Stock	2,771
LSAR (1)	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	2,771

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEAVIN JERRY W KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335

Sr. Vice President of Sub.

Signatures

Brian P. Banks, Attorney-in-fact

**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).
- Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a (1) 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.
- (2) These options are exercisable in installments: 600 on June 23, 2003, 600 on June 23, 2004, 600 on June 23, 2005 and 1,196 on June 23, 2006.
- (3) These options are exercisable in installments: 554 on February 9, 2004, 554 on June 23, 2004, 554 on June 23, 2005 and 1109 on June 23, 2006.
- (4) 1.019 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.
- (5) 1,391.862 shares have accrued to the reporting person's account under the KCS 401(k) and Profit Sharing Plan.
 - These shares represent 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
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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