

HAVERTY MICHAEL R
Form 4
August 05, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAVERTY MICHAEL R

(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)

08/04/2011

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)

Executive Chairman

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	(A) or (D)	Price		
Common Stock	08/04/2011		P		5,000	A	\$ 56.626	531,129	D
Common Stock	08/04/2011		P		8,000	A	\$ 56.9	539,129	D
Common Stock	08/04/2011		P		5,000	A	\$ 56.928	544,129	D
Common Stock	08/04/2011		P		5,000	A	\$ 57	549,129	D
Common Stock	08/04/2011		P		5,000	A	\$ 57.265	554,129	D

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Common Stock	08/05/2011	J ⁽¹⁾	14,158	A	\$ 51.625	568,287	D
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Common Stock						20,677.812 <u>(2)</u>	I	Held by 401(k) and P/S Plan
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Common Stock						29,746.287	I	Held by ESOP
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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)

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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 13.42			Code V (A) (D)		Date Exercisable 02/06/2002 Expiration Date 02/05/2012	Common Stock	13,207
LSAR ⁽³⁾	\$ 13.42					⁽³⁾ ⁽³⁾	Common Stock	13,207
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 12.55					01/16/2003 01/15/2013	Common Stock	15,901
LSAR ⁽³⁾	\$ 12.55					⁽³⁾ ⁽³⁾	Common Stock	15,901
Employee Stock	\$ 12.55					01/16/2008 01/15/2013	Common Stock	90,000

Option
(Right to
Buy) (3)

LSAR <u>(3)</u>	\$ 12.55	<u>(3)</u>	<u>(3)</u>	Common Stock	90,000
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Employee
Stock
Option
(Right to
Buy) (3)

\$ 14.6

01/02/2005 01/01/2014

Common
Stock 90,000

LSAR (3) \$ 14.6

(3) (3)

Common
Stock 90,000

Employee
Stock
Option
(Right to
Buy) (3)

\$ 14.53

02/09/2004 02/08/2014

Common
Stock 13,689

LSAR (3) \$ 14.53

(3) (3)

Common
Stock 13,689

Employee
Stock
Option
(Right to
Buy)

\$ 35.41

03/01/2013⁽⁴⁾ 02/29/2020

Common
Stock 49,200

Employee
Stock
Option
(Right to
Buy)

\$ 52.62

(5) 02/22/2021

Common
Stock 15,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X		Executive Chairman	

Signatures

Brian P. Banks, Attorney-in-fact	08/05/2011
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 **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) On August 6, 2010, Mr. Haverty's wife, Mrs. Haverty, established and contributed Kansas City Southern common stock to a grantor retained annuity trust (the "2010 GRAT"). Mr. Haverty does not have a reporting duty for the shares held in the 2010 GRAT under Section 16(a) of the Securities Exchange Act of 1934 because Mrs. Haverty is not the trustee and does not have investment control over the shares. On August 5, 2011, 14,158 shares were distributed from the 2010 GRAT to Mr. and Mrs. Haverty as an annuity payment.
- (2) Includes 704.108 shares acquired under the KCS 401(k) and Profit Sharing Plan since the date of the reporting person's last ownership report.
- (3) LSARs are granted in tandem with stock options. LSARs become exercisable only following a 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
- (4) consecutive trading days. The first target was met and 16,400 of these options became exercisable on November 19, 2010. The second target was met and 16,400 of these options became exercisable on December 8, 2010. The third target was met and 16,400 of these options became exercisable on January 7, 2011.
- (5) 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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