

HEAVIN JERRY W  
Form 4  
March 03, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HEAVIN JERRY 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)

02/28/2008

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. Vice President of Sub.

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 (D) Price			
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)

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

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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 Securities (Instr. 3 and 4)	8. Price or Value 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) <sup>(1)</sup>	\$ 13.34					09/04/2002	09/03/2011	Common Stock	20,000
LSAR <sup>(1)</sup>	\$ 13.34					<u>(1)</u>	<u>(1)</u>	Common Stock	20,000
Option (Right to Buy) <sup>(1)</sup>	\$ 14.78					07/19/2003	07/18/2012	Common Stock	30,000
LSAR <sup>(1)</sup>	\$ 14.78					<u>(1)</u>	<u>(1)</u>	Common Stock	30,000
Option (Right to Buy) <sup>(1)</sup>	\$ 12.9					10/01/2007	09/30/2012	Common Stock	80,000
LSAR <sup>(1)</sup>	\$ 12.9					<u>(1)</u>	<u>(1)</u>	Common Stock	80,000
Option (Right to Buy) <sup>(1)</sup>	\$ 14.6					11/07/2007	11/06/2012	Common Stock	2,000
LSAR <sup>(1)</sup>	\$ 14.6					<u>(1)</u>	<u>(1)</u>	Common Stock	2,000
Option (Right to Buy) <sup>(1)</sup>	\$ 12.55					<u>(2)</u>	01/15/2013	Common Stock	2,996
LSAR <sup>(1)</sup>	\$ 12.55					<u>(1)</u>	<u>(1)</u>	Common Stock	2,996
Option (Right to Buy) <sup>(1)</sup>	\$ 12.55					01/16/2008	01/15/2013	Common Stock	30,000

Buy) <sup>(1)</sup>

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

03/03/2008

        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 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.

- (1) 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.
- (2) 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.
- (3) 1.019 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.
- (4) 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.

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