

KANSAS CITY SOUTHERN
Form 4
May 31, 2007

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 *
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)

05/29/2007

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)

Chairman & CEO

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)
				(A) or (D)	Price		
Common Stock					1,076,845	D	
Common Stock					412	I	Held by child
Common Stock					11,032.515	I	Held by 401(k) & P/S Plan (1)
Common Stock					29,732.645	I	Held by ESOP (3)
	05/29/2007		S	5,600 D	\$ 40 14,022	I	

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Common Stock								Held by trust f/b/o child
Common Stock	05/29/2007	S	200	D	\$ 40.01	13,822	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	1,000	D	\$ 40.03	12,822	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	900	D	\$ 40.04	11,922	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	600	D	\$ 40.05	11,322	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	100	D	\$ 40.07	11,222	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	2,222	D	\$ 40.08	9,000	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	100	D	\$ 40.09	8,900	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	300	D	\$ 40.1	8,600	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	500	D	\$ 40.11	8,100	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	400	D	\$ 40.12	7,700	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	1,200	D	\$ 40.13	6,500	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	100	D	\$ 40.14	6,400	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	600	D	\$ 40.17	5,800	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	500	D	\$ 40.18	5,300	I	Held by trust f/b/o

Common Stock	05/29/2007	S	200	D	\$ 40.19	5,100	I	child Held by trust f/b/o child
Common Stock	05/29/2007	S	200	D	\$ 40.2	4,900	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	700	D	\$ 40.22	4,200	I	Held by trust f/b/o child
Common Stock	05/29/2007	S	200	D	\$ 40.23	4,000	I	Held by trust f/b/o child
Common Stock						306,134	I	Held by spouse

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 required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 5.75					07/13/2003 07/12/2010	Common Stock	198,000
LSAR ⁽²⁾	\$ 5.75					⁽²⁾ ⁽²⁾	Common Stock	198,000
Option (Right to Buy) ⁽²⁾	\$ 5.75					07/13/2001 07/12/2010	Common Stock	990,000
LSAR ⁽²⁾	\$ 5.75					⁽²⁾ ⁽²⁾		990,000

					Common Stock	
Option (Right to Buy) <u>(2)</u>	\$ 14.34	02/27/2001	02/26/2011	Common Stock	12,363	
LSAR <u>(2)</u>	\$ 14.34	<u>(2)</u>	<u>(2)</u>	Common Stock	12,363	
Option (Right to Buy) <u>(2)</u>	\$ 13.42	02/06/2002	02/05/2012	Common Stock	13,207	
LSAR <u>(2)</u>	\$ 13.42	<u>(2)</u>	<u>(2)</u>	Common Stock	13,207	
Option (Right to Buy) <u>(2)</u>	\$ 12.55	01/16/2003	01/15/2013	Common Stock	15,901	
LSAR <u>(2)</u>	\$ 12.55	<u>(2)</u>	<u>(2)</u>	Common Stock	15,901	
Option (Right to Buy) <u>(2)</u>	\$ 12.55	01/16/2008	01/15/2013	Common Stock	90,000	
LSAR <u>(2)</u>	\$ 12.55	<u>(2)</u>	<u>(2)</u>	Common Stock	90,000	
Option (Right to Buy) <u>(2)</u>	\$ 14.6	01/02/2005	01/01/2014	Common Stock	90,000	
LSAR <u>(2)</u>	\$ 14.6	<u>(2)</u>	<u>(2)</u>	Common Stock	90,000	
Option (Right to Buy) <u>(2)</u>	\$ 14.53	02/09/2004	02/08/2014	Common Stock	13,689	
LSAR <u>(2)</u>	\$ 14.53	<u>(2)</u>	<u>(2)</u>	Common Stock	13,689	
Variable pre-paid forward contract (put equivalent position)	<u>(4)</u> <u>(5)</u> <u>(6)</u>	<u>(4)(5)(6)</u>	<u>(4)(5)(6)</u>	Common Stock	350,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director	10% Owner	Officer	Other
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HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X	Chairman & CEO
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Signatures

Julie D. Powell, Attorney-in-fact	05/31/2007
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**Signature of Reporting Person	Date
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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) A total of 11,032.515 shares have accrued to the reporting person's account under the Company's 401(k) and Profit Sharing Plan.
 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.
- (3) A total of 29,732.645 shares are held in the reporting person's account under the KCS Employee Stock Ownership Plan.
 On November 16, 2006, the reporting person entered into Prepaid Variable Forward Purchase Agreements ("Agreements") with UBS Securities LLC ("Buyer"). The Agreements obligate the reporting person to deliver to Buyer up to 350,000 Common Shares in the aggregate (or an equivalent amount of cash, if elected by him) on the Maturity Date of the Agreements (i.e., in December, 2009, or an earlier date if the parties agree to terminate the Agreement early). In exchange for assuming this obligation, the reporting person will receive a cash payment equal to approximately \$7.9 million as of the date of entering into the Agreements (the actual amount to be determined upon completion of certain hedging transactions by Buyer). The reporting person pledged 350,000 Common Shares (the "Pledged Shares") to secure his obligations under the Agreements, and retained voting rights in the Pledged Shares during the period of the pledge. (Continued in footnote 5.)
- (4) The number of Common Shares to be delivered to Buyer on the Maturity Date, if the reporting person does not elect a cash settlement, is to be determined as follows, on the basis of prices of the Common Shares that are subject to adjustment for events specified in the Agreements: * If the price per share of the Common Shares on the Maturity Date is less than or equal to the volume weighted average price at which Buyer completes its hedge execution (the "Initial Price"), the reporting person will deliver to the Buyer the entire amount of Pledged Shares; * If the price per share of the Common Shares on the Maturity Date is between 100% of the Initial Price (the "Lower Limit") and 140% of the Initial Price (the "Upper Limit"), the reporting person will deliver to the Buyer a number of shares determined by multiplying the number of the Pledged Shares by the Lower Limit, and dividing the resulting number by the price of the Common Shares on the Maturity Date; or (Continued in footnote 6.)
- (5) * If the price per share of the Common Shares on the Maturity Date is greater than the Upper Limit, the reporting person will deliver to the Buyer a number of shares determined by reference to a formula specified in the Agreements that would result in the reporting person being obligated to deliver fewer than the number of Pledged Shares.
- (6)

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. It to the Current Report on Form 8-K (File No. 001-36004) as filed with the Securities and Exchange Commission on August 19, 2016.

ITEM 22. Undertakings.

(a) The undersigned registrants hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness.

Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.
- (b) The undersigned registrants hereby undertake that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrants' annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (d) The undersigned registrants hereby undertake to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.
- (e) The undersigned registrants hereby undertake to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this amended registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 10th day of April, 2017.

SPIRIT REALTY L.P.

By: Spirit General OP Holdings, LLC, as general partner of Spirit Realty, L.P.

By: /s/ Phillip D. Joseph, Jr.
 Phillip D. Joseph, Jr.
 Chief Financial Officer, Executive Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Thomas H. Nolan Jr., Phillip D. Joseph, Jr., Jay Young and Prakash Parag, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this registration statement, and any and all amendments thereto (including post-effective amendments), and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

By: Spirit General OP Holdings, LLC, as general partner of Spirit Realty, L.P.

Name	Title	Date
/s/ Thomas H. Nolan Jr. Thomas H. Nolan Jr.	Manager and Chief Executive Officer (Principal Executive Officer) of Spirit General OP Holdings, LLC	April 10, 2017
/s/ Phillip D. Joseph, Jr. Phillip D. Joseph, Jr.	Manager and Chief Financial Officer, Executive Vice President and Treasurer (Principal Financial Officer) of Spirit General OP Holdings, LLC	April 10, 2017
/s/ Prakash J. Parag Prakash J. Parag	Chief Accounting Officer and Senior Vice President (Principal Accounting Officer) of Spirit General OP Holdings, LLC	April 10, 2017
/s/ Jay Young Jay Young	Manager of Spirit General OP Holdings, LLC	April 10, 2017

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this amended registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 10th day of April, 2017.

SPIRIT REALTY CAPITAL, INC.

By: /s/ Phillip D. Joseph, Jr.
Phillip D. Joseph, Jr.
Chief Financial Officer, Executive Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this amended Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
* Thomas H. Nolan, Jr.	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	April 10, 2017
/s/ Phillip D. Joseph, Jr. Phillip D. Joseph, Jr.	Chief Financial Officer, Executive Vice President and Treasurer (Principal Financial Officer)	April 10, 2017
* Prakash J. Parag	Chief Accounting Officer (Principal Accounting Officer)	April 10, 2017
* Kevin M. Charlton	Director	April 10, 2017
* Todd A. Dunn	Director	April 10, 2017
* David J. Gilbert	Director	April 10, 2017
* Richard I. Gilchrist	Director	April 10, 2017
* Diane M. Morefield	Director	April 10, 2017
* Sheli Z. Rosenberg	Director	April 10, 2017
* Thomas D. Senkbeil	Director	April 10, 2017
* 	Director	

Explanation of Responses:

Nicholas P. Shepherd

April 10,
2017

* By: /s/ Phillip D. Joseph,
Jr.

Phillip D. Joseph Jr.
Attorney-in-fact

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EXHIBIT
INDEX

Exhibit Number	Description
4.1	Articles of Restatement of Spirit Realty Capital, Inc. ⁽¹⁾
4.2	Articles of Amendment of Spirit Realty Capital, Inc. ⁽²⁾
4.3	Articles Supplementary of Spirit Realty Capital, Inc. ⁽³⁾
4.4	Third Amended and Restated Bylaws of Spirit Realty Capital, Inc. ⁽⁴⁾
4.5*	Certificate of Limited Partnership of Spirit Realty, L.P.
4.6	First Amended and Restated Agreement of Limited Partnership of Spirit Realty, L.P. ⁽⁵⁾
4.7	Indenture, dated as of August 18, 2016, among Spirit Realty, L.P., as issuer, and U.S. Bank, National Association, as trustee. ⁽⁶⁾
4.8	First Supplemental Indenture, dated as of August 18, 2016, among Spirit Realty, L.P., as issuer, Spirit Realty Capital, Inc., as guarantor, and U.S. Bank, National Association, as trustee, including the form of the Notes and the guarantee. ⁽⁶⁾
4.9	Registration Rights Agreement, dated August 18, 2016, among Spirit Realty, L.P., as issuer, Spirit Realty Capital, Inc., as guarantor, and J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC. ⁽⁶⁾
5.1*	Opinion of Ballard Spahr LLP.
5.2*	Opinion of Latham & Watkins LLP.
12.1*	Statement of Computation of Ratios.
23.1*	Consent of Ballard Spahr LLP (included in Exhibit 5.1).
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.2).
23.3+	Consent of Ernst & Young LLP.
24.1*	Power of Attorney
25.1*	Statement of Eligibility under the Trust Indenture Act of 1939 of U.S. Bank National Association (Form T-1).
99.1+	Form of Letter of Transmittal.
99.2*	Form of Notice of Guaranteed Delivery.
+	Filed herewith.

Explanation of Responses:

* Previously filed.

- (1) Previously filed by Spirit Realty Capital, Inc. as an exhibit to the Registration Statement on Form S-3 (File No. 333-192237) as filed with the Securities and Exchange Commission on November 8, 2013.
- (2) Previously filed by Spirit Realty Capital, Inc. as an exhibit to the Current Report on Form 8-K (File No. 001-36004) as filed with the Securities and Exchange Commission on May 13, 2014.
- (3) Previously filed by Spirit Realty Capital, Inc. as an exhibit to the Current Report on Form 8-K (File No. 001-36004) as filed with the Securities and Exchange Commission on March 3, 2017.
- (4) Previously filed by Spirit Realty Capital, Inc. as an exhibit to the Current Report on Form 8-K (File No. 001-36004) as filed with the Securities and Exchange Commission on August 28, 2015.
- (5) Previously filed by Spirit Realty Capital, Inc. as an exhibit to the Quarterly Report on Form 10-Q (File No. 001-36004) as filed with the Securities and Exchange Commission on November 5, 2014.
- (6) Previously filed by Spirit Realty Capital, Inc. as an exhibit to the Current Report on Form 8-K (File No. 001-36004) as filed with the Securities and Exchange Commission on August 19, 2016.

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