

HEAVIN JERRY W
Form 4
January 23, 2006

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 *
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)

01/19/2006

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	01/19/2006		A	6,037 A \$ 0	17,842	D	
Common Stock					1,015.483	I	Held by 401(k) & P/S Plan ⁽¹⁾
Common Stock					1.019	I	Held by ESOP ⁽⁵⁾

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

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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) ⁽²⁾	\$ 13.34					09/04/2002	09/03/2011	Common Stock	20,000
LSAR ⁽²⁾	\$ 13.34					⁽²⁾	⁽²⁾	Common Stock	20,000
Option (Right to Buy) ⁽²⁾	\$ 14.78					07/19/2003	07/18/2012	Common Stock	30,000
LSAR ⁽²⁾	\$ 14.78					⁽²⁾	⁽²⁾	Common Stock	30,000
Option (Right to Buy) ⁽²⁾	\$ 12.9					10/01/2007	09/30/2012	Common Stock	80,000
LSAR ⁽²⁾	\$ 12.9					⁽²⁾	⁽²⁾	Common Stock	80,000
Option (Right to Buy) ⁽²⁾	\$ 14.6					11/07/2007	11/06/2012	Common Stock	2,000
LSAR ⁽²⁾	\$ 14.6					⁽²⁾	⁽²⁾	Common Stock	2,000
Option (Right to Buy) ⁽²⁾	\$ 12.55					⁽³⁾	01/15/2013	Common Stock	2,996
LSAR ⁽²⁾	\$ 12.55					⁽²⁾	⁽²⁾	Common Stock	2,996
Option (Right to	\$ 12.55					01/16/2008	01/15/2013	Common Stock	30,000

