Lawrence Larry M Form 4 March 03, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lawrence Larry M			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
					SOUTHERN [KSU]	(Che	ck all applicabl	e)	
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ransaction				
KANSAS CI BOX 219335	TY SOUTHER	N, PO	(Month/Da 02/28/20	•		X_ Officer (gives	ve title Oth below) • & Asst. to Cha	er (specify	
	(Street)		4. If Amer	ndment, Da	te Original	6. Individual or J	Joint/Group Fili	ng(Check	
			Filed(Mon	th/Day/Year	)	Applicable Line) _X_ Form filed by	1 0		
KANSAS CI	TY, MO 64121	-9335				Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year			3. Transacti Code	onAcquired (A) or	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	onth/Day/Year) Execution Date, if			(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code Disposed of (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/28/2008		A	7,012 (5)	A	\$ 0	66,039	D	
Common Stock							0.791	I	By ESOP
Common Stock							6,821.351	I	by 401(k) & P/S Plan

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

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

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (1)	\$ 12.575					11/01/2002	10/31/2011	Common Stock	15,000
LSAR (1)	\$ 12.575					<u>(1)</u>	<u>(1)</u>	Common Stock	15,000
Option (Right to Buy) (1)	\$ 15.8					05/01/2003	04/30/2012	Common Stock	10,000
LSAR (1)	\$ 15.8					<u>(1)</u>	<u>(1)</u>	Common Stock	10,000
Option (Right to Buy) (1)	\$ 11.2					04/01/2008	03/31/2013	Common Stock	15,000
LSAR (1)	\$ 11.2					<u>(1)</u>	<u>(1)</u>	Common Stock	15,000
Option (Right to Buy) (1)	\$ 11.41					04/30/2004	04/29/2013	Common Stock	60,000
LSAR (1)	\$ 11.41					<u>(1)</u>	<u>(1)</u>	Common Stock	60,000
Option (Right to Buy) (1)	\$ 14.6					01/02/2005	01/01/2014	Common Stock	6,000
LSAR (1)	\$ 14.6					<u>(1)</u>	<u>(1)</u>	Common Stock	6,000
Option (Right to	\$ 14.53					(2)	02/08/2014	Common Stock	827

8. Pri Deriv Secur (Instr

Buy	7)	(1)
Du.	,,	_

LSAR (1)	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	827
Option (Right to Buy) (1)	\$ 19.02	05/04/2006	05/03/2015	Common Stock	19,000
LSAR (1)	\$ 19.02	<u>(1)</u>	<u>(1)</u>	Common Stock	19,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Lawrence Larry M KANSAS CITY SOUTHERN			Exec. VP &					
PO BOX 219335			Asst. to					
KANSAS CITY, MO 64121-9335			Chairman					

### **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 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 become exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.
- (3) .791 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.
- (4) 6,821.351 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
- (5) 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. 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.

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