

Arvidson Scott E
Form 4
March 03, 2008

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 *
Arvidson Scott E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

KANSAS CITY SOUTHERN [KSU]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

KANSAS CITY SOUTHERN, PO BOX 219335

02/28/2008

Executive Vice President & CIO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

KANSAS CITY, MO 64121

(City) (State) (Zip)

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 (D) Price			
Common Stock	02/28/2008		A	3,806 (4)	\$ 0 67,520	D	
Common Stock					3,098.32	I	By ESOP (2)
Common Stock					9,551.127	I	by 401(k) & P/S Plan (3)

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

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(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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 2.6604					11/17/1999	11/16/2008	Common Stock	450
LSAR <u>(1)</u>	\$ 2.6604					<u>(1)</u>	<u>(1)</u>	Common Stock	450
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 5.75					07/13/2003	07/12/2010	Common Stock	17,400
LSAR <u>(1)</u>	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	17,400
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 5.75					07/13/2001	07/12/2010	Common Stock	92,000
LSAR <u>(1)</u>	\$ 5.75					<u>(1)</u>	<u>(1)</u>	Common Stock	92,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 14.34					02/27/2001	02/26/2011	Common Stock	122
LSAR <u>(1)</u>	\$ 14.34					<u>(1)</u>	<u>(1)</u>	Common Stock	122

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Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 13.42	02/06/2002	02/05/2012	Common Stock	130
LSAR ⁽¹⁾	\$ 13.42	<u>(1)</u>	<u>(1)</u>	Common Stock	130
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.55	01/16/2003	01/15/2013	Common Stock	500
LSAR ⁽¹⁾	\$ 12.55	<u>(1)</u>	<u>(1)</u>	Common Stock	500
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.55	01/16/2008	01/15/2013	Common Stock	15,000
LSAR ⁽¹⁾	\$ 12.55	<u>(1)</u>	<u>(1)</u>	Common Stock	15,000
Employee Stock 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
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 14.53	02/09/2004	02/08/2014	Common Stock	606
LSAR ⁽¹⁾	\$ 14.53	<u>(1)</u>	<u>(1)</u>	Common Stock	606

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arvidson Scott E KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121			Executive Vice President & CIO	

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

(1) 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) 3,098.32 shares have accrued to my account under the KCS Employee Stock Ownership Plan.

(3) 9,551.127 shares have accrued to my 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

(4) 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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