

Godderz Adam J
Form 4
March 07, 2019

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 *
Godderz Adam J

(Last) (First) (Middle)

KANSAS CITY SOUTHERN, 427
W 12TH STREET

(Street)

KANSAS CITY, MO 64105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KANSAS CITY SOUTHERN [KSU]

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

03/05/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

General Counsel & Corp. Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	03/05/2019		A	844 A \$ 0	4,406	D	
Common Stock					1,383.446	I	Held 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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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 52.62					(1) 02/22/2021	Common Stock	550	
Employee Stock Option (Right to Buy)	\$ 66.99					(1) 02/21/2022	Common Stock	446	
Employee Stock Option (Right to Buy)	\$ 97.77					(1) 02/20/2023	Common Stock	604	
Employee Stock Option (Right to Buy)	\$ 94.23					(1) 02/19/2024	Common Stock	631	
Employee Stock Option (Right to Buy)	\$ 119.35					(1) 02/17/2025	Common Stock	607	
Employee Stock Option (Right to Buy)	\$ 82.71					(1) 02/18/2026	Common Stock	1,218	
Employee Stock	\$ 86.89					(1) 02/16/2027	Common Stock	1,145	

Option
(Right to
Buy)

Employee
Stock

Option \$ 105.83
(Right to
Buy)

(1)

03/05/2028

Common
Stock

982

Employee
Stock

Option \$ 110.13 03/05/2019
(Right to
Buy)

A

3,210

(1)

03/04/2029

Common
Stock

3,210

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Godderz Adam J
KANSAS CITY SOUTHERN
427 W 12TH STREET
KANSAS CITY, MO 64105

General Counsel & Corp. Sec.

Signatures

Julie D. Powell,
Attorney-in-fact

03/07/2019

__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).

(1) These options become exercisable in three equal installments beginning on the first anniversary of the date of grant.

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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