

Wochner William J  
 Form 4  
 March 03, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**Wochner William J**

2. Issuer Name and Ticker or Trading Symbol  
**KANSAS CITY SOUTHERN [KSU]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**KANSAS CITY SOUTHERN, PO BOX 219335**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/28/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr VP & Chief Legal Officer**

**KANSAS CITY, MO 64121-9335**  
 (City) (State) (Zip)

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

**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 (A) or (D) Price		
Common Stock	02/28/2008		A		6,594 (3)	A	\$ 0 111,453 D
Common Stock						I	17,161.303 Held by ESOP (2)

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
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 5.75					07/13/2001 07/12/2010	Common Stock	72,000
LSAR <sup>(1)</sup>	\$ 5.75					<u>(1)</u> <u>(1)</u>	Common Stock	72,000
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 14.34					02/27/2001 02/26/2011	Common Stock	817
LSAR <sup>(1)</sup>	\$ 14.34					<u>(1)</u> <u>(1)</u>	Common Stock	817
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 13.42					02/06/2002 02/05/2012	Common Stock	873
LSAR <sup>(1)</sup>	\$ 13.42					<u>(1)</u> <u>(1)</u>	Common Stock	873
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$ 12.55					01/16/2003 01/15/2013	Common Stock	1,148
LSAR <sup>(1)</sup>	\$ 12.55					<u>(1)</u> <u>(1)</u>	Common Stock	1,148
Employee Stock Option	\$ 12.55					01/16/2008 01/15/2013	Common Stock	15,000



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are exercised or terminated.

- (2) 17,161.303 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership 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

- (3) 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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