

Ottensmeyer Patrick J
 Form 4
 April 22, 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 *
 Ottensmeyer Patrick J

(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)
 04/18/2019

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	04/18/2019		M		6,850	A \$ 35.41	109,725 D
Common Stock	04/18/2019		M		6,950	A \$ 52.62	116,675 D
Common Stock	04/18/2019		S		13,800	D \$ 124.4754	102,875 D
						(1)	
Common Stock							255.007 I

By
 401(k) &
 P/S Plan

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

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(9-02)

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)	\$ 35.41	04/18/2019		M	6,850	<u>(2)</u> 02/29/2020	Common Stock	6,850
Employee Stock Option (Right to Buy)	\$ 52.62	04/18/2019		M	6,950	<u>(3)</u> 02/22/2021	Common Stock	6,950
Employee Stock Option (Right to Buy)	\$ 66.99					<u>(3)</u> 02/21/2022	Common Stock	4,690
Employee Stock Option (Right to Buy)	\$ 97.77					<u>(3)</u> 02/20/2023	Common Stock	3,666
Employee Stock Option (Right to Buy)	\$ 94.23					<u>(3)</u> 02/19/2024	Common Stock	3,876
Employee Stock	\$ 119.35					<u>(3)</u> 02/17/2025	Common Stock	5,652

Option (Right to Buy)						
Employee Stock						
Option	\$ 82.71		(3)	02/18/2026	Common Stock	13,120
(Right to Buy)						
Employee Stock						
Option	\$ 86.89		(3)	02/16/2027	Common Stock	29,763
(Right to Buy)						
Employee Stock						
Option	\$ 105.83		(3)	03/05/2028	Common Stock	29,821
(Right to Buy)						
Employee Stock						
Option	\$ 110.13		(3)	03/04/2029	Common Stock	29,358
(Right to Buy)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ottensmeyer Patrick J KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335			President & CEO	

Signatures

Julie D. Powell,
Attorney-in-fact

04/22/2019

**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).

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$124.3200 to \$124.7500. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (1) person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) Prior to March 1, 2013, this option may become exercisable in 1/3 increments if the daily closing price of Kansas City Southern's common stock on the New York Stock Exchange is greater than or equal to \$38.95, \$42.85, and \$47.14, respectively, for at least 30

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consecutive trading days. The first target was met and 4,567 of these options became exercisable on November 19, 2010. The second target was met and 4,567 of these options became exercisable on December 8, 2010. The third target was met and 4,566 of these options became exercisable on January 7, 2011.

(3) 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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