

# 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

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

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

1. Name and Address of Reporting Person* Larry M. Lawrence Kansas City Southern PO Box 219335 Kansas City MO 64121-9335	2. Issuer Name and Ticker or Trading Symbol Kansas City Southern [KSU]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  Exec. VP & Asst. to Chairman
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 02/26/2009	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2009		A		6,683 (1)	A	\$0	69,740 (2)	D	
Common Stock	02/26/2009		A		1,834	A	\$0	71,574 (2)	D	
Common Stock								10,899	I	By ESOP (3)
Common Stock								7,938,445	I	by 401(k) & P/S Plan (4)

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Form 4 (cont.)  
Name and Address of Reporting Person  
Larry M. Lawrence  
Kansas City Southern  
PO Box 219335  
Kansas City MO 64121-9335

Issuer Name and Ticker or Trading Symbol  
Kansas City Southern [KSU]

Period Of Report  
02/26/2009

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy) (5)	\$12.575							11/01/2002	10/31/2011	Common Stock	15,000		15,000	D	
LSAR (5)	\$12.575							(5)	(5)	Common Stock	15,000		15,000	D	
Option (Right to Buy) (5)	\$15.80							05/01/2003	04/30/2012	Common Stock	10,000		10,000	D	
LSAR (5)	\$15.80							(5)	(5)	Common Stock	10,000		10,000	D	
Option (Right to Buy) (5)	\$11.20							04/01/2008	03/31/2013	Common Stock	15,000		15,000	D	
LSAR (5)	\$11.20							(5)	(5)	Common Stock	15,000		15,000	D	
Option (Right to Buy) (5)	\$14.60							01/02/2005	01/01/2014	Common Stock	6,000		6,000	D	
LSAR (5)	\$14.60							(5)	(5)	Common Stock	6,000		6,000	D	
Option (Right to Buy) (5)	\$14.53							(6)	02/08/2014	Common Stock	827		827	D	
LSAR (5)	\$14.53							(5)	(5)	Common Stock	827		827	D	
Option (Right to Buy) (5)	\$19.02							05/04/2006	05/03/2015	Common Stock	19,000		19,000	D	
LSAR (5)	\$19.02							(5)	(5)	Common Stock	19,000		19,000	D	

Explanation of Responses:

(1) - These shares represent performance shares that were earned on February 26, 2009, when the KCS Compensation and Organization Committee determined the level at which the 2008 performance goals met. These performance shares will not vest until January 17, 2010 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,

Form 4 (cont.)

Name and Address of Reporting Person

Larry M. Lawrence  
Kansas City Southern  
PO Box 219335  
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02/26/2009

Explanation of Responses (cont.)

receive, or be entitled to receive, cash or non-cash dividends or any other beneficial rights as a stockholder of the company.

(2) - Includes 13,695 performance shares that have been earned by the reporting person under KCS's 2007-2009 long-term incentive plan with respect to the 2007 and 2008 performance periods. These performance shares will not vest until January 17, 2010 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.

(3) - 10,899 shares have accrued to the reporting person's account under the KCS Employee Stock Ownership Plan.

(4) - A total of 7,938,445 shares have accrued to the reporting person's account under the Company's 401(k) and Profit Sharing Plan.

(5) - 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.

(6) - 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.

By: Brian P. Banks, Attorney-in-fact

\*\*Signature of Reporting Person

2/27/2009

Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.