

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) 05/04/2010	
	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	05/04/2010		F		4,345	D	\$40.45	62,090	D	
Common Stock	11/05/2010		M		15,000	A	\$12.575	77,090	D	
Common Stock	11/05/2010		M		10,000	A	\$15.80	87,090	D	
Common Stock	11/05/2010		M		15,000	A	\$11.20	102,090	D	
Common Stock	11/05/2010		M		6,000	A	\$14.60	108,090	D	
Common Stock	11/05/2010		S		46,000	D	\$46.1757 (1)	62,090	D	
Common Stock	11/05/2010		S		3,300	D	\$46.1185 (2)	58,790	D	
Common Stock	11/08/2010		M		827	A	\$14.53	59,617	D	
Common Stock	11/08/2010		M		19,000	A	\$19.02	78,617	D	
Common Stock	11/08/2010		S		19,827	D	\$46.4141 (3)	58,790	D	
Common Stock	11/05/2010		S		10,316	D	\$46.1922 (4)	0	I	by 401(k) & P/S Plan
Common Stock								11,242	I	By ESOP

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
05/04/2010

**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				
Employee Stock Option (Right to Buy) (5)	\$12.575	11/05/2010		M (6)			15,000	11/01/2002	10/31/2011	Common Stock	15,000	\$0	0	D	
LSAR (5)	\$12.575	11/05/2010		J (6)			15,000	(5)	(5)	Common Stock	15,000	\$0	0	D	
Employee Stock Option (Right to Buy) (5)	\$15.80	11/05/2010		M (6)			10,000	05/01/2003	04/30/2012	Common Stock	10,000	\$0	0	D	
LSAR (5)	\$15.80	11/05/2010		J (6)			10,000	(5)	(5)	Common Stock	10,000	\$0	0	D	
Employee Stock Option (Right to Buy) (5)	\$11.20	11/05/2010		M (6)			15,000	04/01/2008	03/31/2013	Common Stock	15,000	\$0	0	D	
LSAR (5)	\$11.20	11/05/2010		J (6)			15,000	(5)	(5)	Common Stock	15,000	\$0	0	D	
Employee Stock Option (Right to Buy) (5)	\$14.60	11/05/2010		M (6)			6,000	01/02/2005	01/01/2014	Common Stock	6,000	\$0	0	D	
LSAR (5)	\$14.60	11/05/2010		J (6)			6,000	(5)	(5)	Common Stock	6,000	\$0	0	D	
Employee Stock Option (Right to Buy) (5)	\$14.53	11/08/2010		M (6)			827	(7)	02/08/2014	Common Stock	827	\$0	0	D	

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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 (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				
LSAR (5)	\$14.53	11/08/2010		J (6)			827	(5)	(5)	Common Stock	827	\$0	0	D	
Employee Stock Option (Right to Buy) (5)	\$19.02	11/08/2010		M (6)			19,000	05/04/2006	05/03/2015	Common Stock	19,000	\$0	0	D	
LSAR (5)	\$19.02	11/08/2010		J (6)			19,000	(5)	(5)	Common Stock	19,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$35.41							03/01/2013 (8)	02/29/2020	Common Stock	11,400		11,400	D	

Explanation of Responses:

- (1) - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.32, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.10 to \$46.13, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.205 to \$46.65, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.09 to \$46.29, inclusive. The reporting person undertakes to provide to Kansas City Southern, any security holder of Kansas City Southern, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (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) - Options exercised in rule 16b-3 exempt transaction. LSARs canceled with respect to such shares.
- (7) - These options became exercisable in installments: 165 on February 9, 2004, 165 on June 23, 2004, 166 on June 23, 2005 and 331 on June 23, 2006.
- (8) - 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,

Form 4 (cont.)

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Explanation of Responses (cont.)

and \$47.14, respectively, for at least 30 consecutive trading days.

By: Brian P. Banks, Attorney-in-fact
**Signature of Reporting Person

11/9/2010
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.

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