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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 9, 2005

**Kansas City Southern**

(Exact name of registrant as specified in its charter)

Delaware

1-4717

44-0663509

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

427 West 12th Street, Kansas City, Missouri

64105

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

816-983-1303

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On December 9, 2005, Kansas City Southern ("KCS") announced that it completed the sale of \$210.0 million of its 5 1/8% Cumulative Convertible Perpetual Preferred Stock at its liquidation preference of \$1,000 per share. KCS used substantially all of the net proceeds of the offering of the preferred stock to repurchase 9.0 million shares of its common stock formerly owned by Grupo TMM, S.A. ("TMM"), at a price of \$22.25 per share. KCS also announced that concurrent with its offering of preferred stock, the remaining 9.0 million share stake of KCS common stock previously owned by TMM was sold in a registered secondary offering at a price to the public of \$23.25 per share. Both the preferred stock offering and the common stock secondary offering were made pursuant to KCS' existing shelf registration statement. See the Press Release attached hereto as Exhibit 99.1 for further details.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release issued by Kansas City Southern dated December 9, 2005, entitled "Kansas City Southern Completes Sale of \$210 Million of 5 1/8% Cumulative Convertible Perpetual Preferred Stock and Buy Back of 9 Million Shares of Common Stock; Grupo TMM, S.A. Completes Sale of Remaining 9 Million Share Stake to Public".

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Kansas City Southern

*December 9, 2005*

By: *James S. Brook*

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*Name: James S. Brook  
Title: Vice President and Comptroller (Principal  
Accounting Officer)*

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Kansas City Southern dated December 9, 2005, entitled "Kansas City Southern Completes Sale of \$210 Million of 5 1/8% Cumulative Convertible Perpetual Preferred Stock and Buy Back of 9 Million Shares of Common Stock; Grupo TMM, S.A. Completes Sale of Remaining 9 Million Share Stake to Public".

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**Contact:** William H. Galligan, 816-983-1551, william.h.galligan@kcsr.com

**Kansas City Southern Completes Sale of \$210 Million of 5 1/8% Cumulative  
Convertible Perpetual Preferred Stock  
And Buy Back of 9 Million Shares of Common Stock;  
Grupo TMM, S.A. Completes Sale of Remaining 9 Million Share Stake to Public**

Kansas City, MO. December 9, 2005 — Kansas City Southern (KCS) (NYSE: KSU) today announced that it completed the sale of \$210 million of its 5 1/8% Cumulative Convertible Perpetual Preferred Stock at its liquidation preference of \$1,000 per share.

KCS used substantially all of the net proceeds of this offering of preferred stock to repurchase 9 million shares of its common stock formerly owned by Grupo TMM, S.A. (TMM), at a price of \$22.25 per share. Concurrently, the remaining 9 million share stake of KCS' common stock previously owned by TMM was sold in a registered secondary offering at a price to the public of \$23.25 per share. Both the preferred stock offering and the common stock secondary offering were made pursuant to KCS' existing shelf registration statement.

The annual dividend on each share of preferred stock will be \$51.25 and will be payable quarterly in cash, common stock, or a combination thereof when, as, and if declared by KCS' board of directors, on the fifteenth day of each February, May, August, and November to the holder of record on the first day of each such month commencing on February 15, 2006.

Each share of preferred stock is convertible at any time at the option of the holder into 33.3333 shares of KCS common stock, which is based on a conversion price of \$30.00 per share. The conversion price is subject to customary adjustments in certain circumstances.

Morgan Stanley was the sole book-running manager for both the offerings of preferred stock by KCS and the secondary common stock offering by TMM.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor there any sale of these securities in any state in which such offer solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state.

Headquartered in Kansas City, Mo., KCS is a transportation holding company that has railroad investments in the U.S., Mexico and Panama. Its primary U.S. holdings include The Kansas City Southern Railway Company and Texas Mexican Railway Company, serving the central and south central U.S. Its international holdings include Kansas City Southern de Mexico, serving northeastern and central Mexico and the port cities of Lázaro Cárdenas, Tampico and Veracruz, and a 50% interest in Panama Canal Railway Company, providing ocean-to-ocean freight and passenger service along the Panama Canal. KCS' North American rail holdings and strategic alliances are primary components of a NAFTA Railway system, linking the commercial and industrial centers of the U.S., Canada and Mexico.

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