Grafton Suzanne M Form 4 January 24, 2018

### FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Grafton Suzanne M                                    |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol         | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|---------|----------|--|---|--|--|
| (Last)   | (First) | (Middle) | KANSAS CITY SOUTHERN [KSU] 3. Date of Earliest Transaction | [] (Check all applicable)   |  |  |
| KANSAS CITY SOUTHERN, 427 W 12TH STREET  (Street)  KANSAS CITY, MO 64105  (City) (State) (Zip) |         |          | (Month/Day/Year) 01/23/2018                                | Director 10% Owner _X_ Officer (give title Other (specify below)  VP & Chief Accounting Officer  6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
|  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)       |   |  |  |
|  |         |          | Table I. Non Destruction Committee Acc                     |   |  |  |

| (City)     | (State) (2          | Table              | : I - Non-De | erivative S                          | ecurit    | ies Ac   | quired, Disposed  | of, or Beneficial | lly Owned    |
|------------|---------------------|--------------------|--------------|--------------------------------------|-----------|----------|-------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Securit                           | ies       |          | 5. Amount of      | 6. Ownership      | 7. Nature of |
| Security   | (Month/Day/Year)    | Execution Date, if | Transactio   | onAcquired (A) or<br>Disposed of (D) |           |          | Securities        | Form: Direct      | Indirect     |
| (Instr. 3) |                     | any                | Code         |                                      |           |          | Beneficially      | (D) or            | Beneficial   |
|            |                     | (Month/Day/Year)   | (Instr. 8)   | (Instr. 3, 4 and 5)                  |           | Owned    | Indirect (I)      | Ownership         |              |
|            |                     |                    |              |                                      |           |          | Following         | (Instr. 4)        | (Instr. 4)   |
|            |                     |                    |              | (A)                                  |           | Reported |                   |                   |              |
|            |                     |                    |              |                                      | (A)       |          | Transaction(s)    |                   |              |
|            |                     |                    | Code V       | Amount                               | or<br>(D) | Price    | (Instr. 3 and 4)  |                   |              |
| Common     | 01/23/2018          |                    | A            | 11 <u>(1)</u>                        | A         | \$0      | 10,490 <u>(1)</u> | D                 |              |

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

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8. Pri<br>Deriv<br>Secui<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|---|--|------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 119.35   |   |   |  |   | (2)                 | 02/17/2025         | Common<br>Stock   | 394                                    |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 82.71  |   |   |  |   | (2)                 | 02/18/2026         | Common<br>Stock   | 914                                    |                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 86.89  |   |   |  |   | (2)                 | 02/16/2027         | Common<br>Stock   | 859                                    |                                    |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Grafton Suzanne M KANSAS CITY SOUTHERN 427 W 12TH STREET KANSAS CITY, MO 64105

VP & Chief Accounting Officer

### **Signatures**

Julie D. Powell 01/24/2018

\*\*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).

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- (1) Committee determined that the performance shares that were earned on January 23, 2018 when the KCS Compensation and Organization Committee determined that the performance goals were met. These performance shares will not vest until February 23, 2018 contingent upon continued employment by the reporting person through that date. Until these shares vest, 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.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.