

SLATER RODNEY E
Form 4
May 23, 2006

FORM 4

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

OMB APPROVAL

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

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 *
SLATER RODNEY E

(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)

05/19/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/19/2006 | | S | 1,100 D \$ 25.37 | 28,900 | D | |
| Common Stock | 05/19/2006 | | S | 1,900 D \$ 25.39 | 27,000 | D | |
| Common Stock | 05/19/2006 | | S | 500 D \$ 25.4 | 26,500 | D | |
| Common Stock | 05/19/2006 | | S | 400 D \$ 25.41 | 26,100 | D | |
| Common Stock | 05/19/2006 | | S | 1,800 D \$ 25.42 | 24,300 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/19/2006 | S | 1,000 | D | \$ 25.43 | 23,300 | D |
| Common Stock | 05/19/2006 | S | 200 | D | \$ 25.44 | 23,100 | D |
| Common Stock | 05/19/2006 | S | 1,600 | D | \$ 25.47 | 21,500 | D |
| Common Stock | 05/19/2006 | S | 400 | D | \$ 25.48 | 21,100 | D |
| Common Stock | 05/19/2006 | S | 700 | D | \$ 25.49 | 20,400 | D |
| Common Stock | 05/19/2006 | S | 1,400 | D | \$ 25.55 | 19,000 | D |
| Common Stock | 05/19/2006 | S | 900 | D | \$ 25.64 | 18,100 | D |
| Common Stock | 05/19/2006 | S | 200 | D | \$ 25.66 | 17,900 | D |
| Common Stock | 05/19/2006 | S | 900 | D | \$ 25.67 | 17,000 | D |
| Common Stock | 05/19/2006 | S | 900 | D | \$ 25.68 | 16,100 | D |
| Common Stock | 05/19/2006 | S | 2,400 | D | \$ 25.7 | 13,700 | D |
| Common Stock | 05/19/2006 | S | 2,000 | D | \$ 25.71 | 11,700 | D |
| Common Stock | 05/19/2006 | S | 900 | D | \$ 25.74 | 10,800 | D |
| Common Stock | 05/19/2006 | S | 800 | D | \$ 25.76 | 10,000 | 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)

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pri Deriv Secur (Instr |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|

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| | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------|---|---|-----|------------------|-----------------|--------------|----------------------------|
| | | | (A) | (D) | | | | |
| Option (Right to Buy) ⁽¹⁾ \$ 16.11 | | | | | 06/05/2002 | 06/04/2011 | Common Stock | 20,000 |
| LSAR ⁽¹⁾ \$ 16.11 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 20,000 |
| Option (Right to Buy) ⁽¹⁾ \$ 16.02 | | | | | 04/30/2003 | 05/01/2012 | Common Stock | 10,000 |
| LSAR ⁽¹⁾ \$ 16.02 | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SLATER RODNEY E KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335 | X | | | |

Signatures

Jay M. Nadlman,
Attorney-In-Fact

05/23/2006

 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).

Limited Stock Appreciation Rights ("LSARs") are granted in tandem with stock options. LSARs become exercisable only following a (1) 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.

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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