

Godderz Adam J  
Form 3  
January 07, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Godderz Adam J                          |         | (Month/Day/Year)                     | KANSAS CITY SOUTHERN [KSU]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/01/2019                           |   |  |
| 427 W 12TH STREET                         |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>General Counsel & Corp. Sec. |  |
| KANSAS CITY,Â MOÂ 64105                   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,637   | D  | Â   |
| Common Stock                    | 1,383.446   | I  | By 401(k)/PS Plan                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1)            | 02/22/2021      | Common Stock | 550                        | \$ 52.62  | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (2)            | 02/21/2022      | Common Stock | 446                        | \$ 66.99  | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 02/20/2023      | Common Stock | 604                        | \$ 97.77  | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (4)            | 02/19/2024      | Common Stock | 631                        | \$ 94.23  | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (5)            | 02/17/2025      | Common Stock | 607                        | \$ 119.35 | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (6)            | 02/18/2026      | Common Stock | 1,218                      | \$ 82.71  | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (7)            | 02/16/2027      | Common Stock | 1,145                      | \$ 86.89  | D                                     | Â |
| Employee Stock Option (Right to Buy) | Â (8)            | 03/05/2028      | Common Stock | 982                        | \$ 105.83 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Godderz Adam J<br>427 W 12TH STREET<br>KANSAS CITY, MO 64105 | Â             | Â         | Â General Counsel & Corp. Sec. | Â     |

## Signatures

Adam J. Godderz 01/07/2019

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) These options became exercisable in three equal annual installments on February 23, 2012, February 23, 2013 and February 23, 2014.
- (2) These options became exercisable in three equal annual installments on February 22, 2013, February 22, 2014 and February 22, 2015.
- (3) These options became exercisable in three equal annual installments on February 21, 2014, February 21, 2015 and February 21, 2016.
- (4) These options became exercisable in three equal annual installments on February 20, 2015, February 20, 2016 and February 20, 2017.
- (5) These options became exercisable in three equal annual installments on February 18, 2016, February 18, 2017 and February 18, 2018.
- (6)

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These options become exercisable in three equal annual installments. The first and second installments became exercisable on February 19, 2017 and February 19, 2018, respectively. The third installment will become exercisable on February 19, 2019.

- (7) These options become exercisable in three equal annual installments. The first installment became exercisable on February 17, 2018. The second and third installments will become exercisable on February 17, 2019 and February 17, 2020, respectively.
- (8) These options will become exercisable in three equal annual installments on March 6, 2019, March 6, 2020 and March 6, 2021, respectively.

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.