

Edgar Filing: KANSAS CITY SOUTHERN - Form SC 13G

KANSAS CITY SOUTHERN  
Form SC 13G  
December 16, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_) \*

Kansas City Southern  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

485170 30 2

(CUSIP Number)

December 9, 2005

(Date of Event Which Requires Filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

-----  
\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Highbridge International LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS) (a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,001,265 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,001,265 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
2,001,265 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.73%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Highbridge Master L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS) (a)   
(b)

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,001,265 shares of Common Stock (See Item 4(a))

-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

-----  
PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,001,265 shares of Common Stock (See Item 4(a))

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,001,265 shares of Common Stock (See Item 4(a))

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.73%

-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge Capital Corporation

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a) [X]  
(b) [ ]

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

-----  
BENEFICIALLY (6) SHARED VOTING POWER  
2,001,265 shares of Common Stock (See Item 4(a))

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OWNED BY \_\_\_\_\_  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_  
PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,001,265 shares of Common Stock (See Item 4(a))  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,001,265 shares of Common Stock (See Item 4(a))  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.73%  
-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Highbridge Capital L.P.  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)  
  
(a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
State of Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_  
BENEFICIALLY (6) SHARED VOTING POWER  
2,001,265 shares of Common Stock (See Item 4(a))  
OWNED BY \_\_\_\_\_  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_  
PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,001,265 shares of Common Stock (See Item 4(a))  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,001,265 shares of Common Stock (See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.73%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge GP, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) [X]

(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,001,265 shares of Common Stock (See Item 4(a))

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,001,265 shares of Common Stock (See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,001,265 shares of Common Stock (See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.73%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Highbridge GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)  
  
(a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
State of Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,001,265 shares of Common Stock (See Item 4(a))

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,001,265 shares of Common Stock (See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,001,265 shares of Common Stock (See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)  
  
[ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.73%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Highbridge Event Driven/Relative Value Fund, Ltd.

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)
- (a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
2,207,277 shares of Common Stock

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
2,207,277 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,207,277 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

[ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.01%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge Event Driven/Relative Value Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
303,576 shares of Common Stock

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
303,576 shares of Common Stock

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
303,576 shares of Common Stock

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

[ ]

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.41%

-----  
(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge Capital Management, LLC 20-1901985

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a) [X]  
(b) [ ]

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
4,512,118 shares of Common Stock (See Item 4(a))



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OWNED BY

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
4,512,118 shares of Common Stock (See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,512,118 shares of Common Stock (See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.15%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO - Limited Liability Company

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Glenn Dubin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS) (a) [X]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 4,512,118 shares of Common Stock (See Item 4(a))

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
4,512,118 shares of Common Stock (See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,512,118 shares of Common Stock (See Item 4(a))

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.15%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Henry Swieca

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a) [X]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 4,512,118 shares of Common Stock (See Item 4(a))

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER  
4,512,118 shares of Common Stock (See Item 4(a))

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,512,118 shares of Common Stock (See Item 4(a))

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.15%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

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Item 1.

(a) Name of Issuer

Kansas City Southern, a Delaware corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices

427 W. 12th Street  
Kansas City, MO 64105

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if none, Residence

Item 2(c). Citizenship

Highbridge International LLC  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
Grand Cayman, Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Master L.P.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
Grand Cayman, Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital L.P.  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Highbridge GP, Ltd.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge GP, LLC  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

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Highbridge Event Driven/Relative Value Fund, Ltd.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Event Driven/Relative Value Fund, L.P.  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Glenn Dubin  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

Henry Swieca  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

Item 2(d) Title of Class of Securities

Common Stock, \$0.01 par value per share ("Common Stock")

Item 2(e) CUSIP Number

485170 30 2

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);

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(f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

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(g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

#### (a) Amount beneficially owned:

As of the date of this filing, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may each be deemed the beneficial owner of 2,001,265 shares of Common Stock issuable to Highbridge International LLC. In addition, as of the date of this filing Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may each be deemed the beneficial owner of (i) 2,207,277 shares of Common Stock issuable to Highbridge Event Driven/Relative Value Fund, Ltd., and (ii) 303,576 shares of Common Stock issuable to Highbridge Event Driven/Relative Value Fund, L.P.

Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Highbridge Capital Management, LLC is the General Partner of Highbridge Event Driven/Relative Value Fund, L.P. and is the trading manager of Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge Master L.P. and Highbridge Event Driven/Relative Value Fund, Ltd. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock owned by Highbridge International LLC.

#### (b) Percent of class:

The Company has informed the Reporting Persons in writing on December 16, 2005 that, as of December 9, 2005, after giving affect to a recent share repurchase, the number of shares of Common Stock outstanding was

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73,406,570. Therefore (i) Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC may be deemed to beneficially own 2.73% of the outstanding

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shares of Common Stock of the Company, (ii) Highbridge Event Driven/Relative Value Fund, Ltd. may be deemed to beneficially own 3.01% of the outstanding shares of Common Stock of the Company, (iii) Highbridge Event Driven/Relative Value Fund, L.P. may be deemed to beneficially own 0.41% of the outstanding shares of Common Stock of the Company, and (iv) Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed to beneficially own 6.15% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a) above.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a) above.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

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Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and

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are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of December 16, 2005, by and among Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Event Driven/Relative Value Fund, Ltd., Highbridge Event Driven/Relative Value Fund, L.P., Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: December 16, 2005

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE MASTER L.P.

By: /s/ Howard Feitelberg  
-----  
Name: Howard Feitelberg  
Title: Director

By: Highbridge GP, Ltd.  
its General Partner

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE CAPITAL CORPORATION

HIGHBRIDGE CAPITAL L.P.

By: /s/ Howard Feitelberg  
-----

By: Highbridge GP, LLC  
its General Partner

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Name: Howard Feitelberg  
Title: Controller

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE GP, LTD.

HIGHBRIDGE GP, LLC

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE EVENT DRIVEN/RELATIVE  
VALUE FUND, LTD.

HIGHBRIDGE EVENT DRIVEN/  
RELATIVE VALUE FUND, L.P.

By: Highbridge Capital Management, LLC  
its Trading Manager

By: Highbridge Capital  
Management, LLC  
its General Partner

By: /s/ Carolyn Rubin  
-----  
Name: Carolyn Rubin  
Title: Deputy General Counsel

By: /s/ Carolyn Rubin  
-----  
Name: Carolyn Rubin  
Title: Deputy General Counsel

CUSIP No. 485170 30 2

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HIGHBRIDGE CAPITAL MANAGEMENT, LLC

/s/ Glenn Dubin  
-----  
GLENN DUBIN

By: /s/ Carolyn Rubin  
-----  
Name: Carolyn Rubin  
Title: Deputy General Counsel

/s/ Henry Swieca  
-----  
HENRY SWIECA



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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.01 par value, of Kansas City Southern, a Delaware corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of December 16, 2005

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE MASTER L.P.

By: /s/ Howard Feitelberg  
-----  
Name: Howard Feitelberg  
Title: Director

By: Highbridge GP, Ltd.  
its General Partner

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE CAPITAL CORPORATION

HIGHBRIDGE CAPITAL L.P.

By: /s/ Howard Feitelberg  
-----  
Name: Howard Feitelberg  
Title: Controller

By: Highbridge GP, LLC  
its General Partner

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

HIGHBRIDGE GP, LTD.

HIGHBRIDGE GP, LLC

By: /s/ Clive Harris  
-----  
Name: Clive Harris  
Title: Director

By: /s/ Clive Harris

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-----  
Name: Clive Harris  
Title: Director

CUSIP No. 485170 30 2

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HIGHBRIDGE EVENT DRIVEN/RELATIVE  
VALUE FUND, LTD.

HIGHBRIDGE EVENT DRIVEN/  
RELATIVE VALUE FUND, L.P.

By: Highbridge Capital Management, LLC  
its Trading Manager

By: Highbridge Capital  
Management, LLC  
its General Partner

By: /s/ Carolyn Rubin  
-----

By: /s/ Carolyn Rubin  
-----

Name: Carolyn Rubin  
Title: Deputy General Counsel

Name: Carolyn Rubin  
Title: Deputy General Counsel

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

/s/ Glenn Dubin  
-----

GLENN DUBIN

By: /s/ Carolyn Rubin  
-----

Name: Carolyn Rubin  
Title: Deputy General Counsel

/s/ Henry Swieca  
-----

HENRY SWIECA