

WARD MICHAEL J  
Form 4  
May 08, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
WARD MICHAEL J

2. Issuer Name and Ticker or Trading Symbol  
CSX CORP [CSX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

500 WATER STREET

04/23/2012

Chairman, President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

JACKSONVILLE, FL 32202

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |         |   |  |
| Common Stock                    | 04/23/2012                           |  | G <sup>(1)</sup>               |   | 180,000   | D  | \$ 0  | 878,928 | D |  |
| Common Stock                    | 05/04/2012                           |  | F                              |   | 38,625 <sup>(2)</sup>   | D  | \$ 22.15  | 840,303 | D |  |
| Common Stock <sup>(3)</sup>     | 05/08/2012                           |  | A                              |   | 69,220  | A  | \$ 21.99  | 909,523 | D |  |
| Common Stock                    |                                      |  |                                |   |   |  |   | 397,303 | I | CSX Corporation Executive Stock Trust <sup>(4)</sup> |



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- (3) Restricted stock units awarded pursuant to the approved 2010 CSX Stock and Incentive Award Plan. The units vest on May 7, 2015.
- (4) By Trustee, CSX Corporation Executive Stock Trust.
- (5) By Trustee, CSX Tax Savings Thrift Plan. The number reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.

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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