CSX CORP Form 4 May 11, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

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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

1(b).

(Print or Type Responses)

1. Name and WARD M	Symbol	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	Fransaction	(Circ	сск ан арриса	ioic)	
500 WATER STREET			(Month/Day/Year) 05/07/2015			ve title 1 below) airman and C		
	(Street)	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
JACKSON	NVILLE, FL 3220	•	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Securities Acc	quired, Disposed	of, or Benefic	cially 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Common Stock	05/07/2015	Code F	V	Amount 27,593	(A) or (D) D	Price \$ 35.91	Reported Transaction(s) (Instr. 3 and 4) 571,516	(I) (Instr. 4)	
Common Stock				_		33171	397,303	I	CSX Corporation Executive Stock Trust
Common Stock							14,305	I	CSX Corporation 401(k) Plan

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

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(9-02)

8. Price of Derivative Security (Instr. 5)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Underlying S	Securities	Ι
Security	or Exercise		any	Code	of	(Month/Day	Year)	(Instr. 3 and	4)	S
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	•				(
					4, and 5)					
				Code V	,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	12,639 (5)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARD MICHAEL J 500 WATER STREET JACKSONVILLE, FL 32202	X		Chairman and CEO				

Signatures

By: Mark D. Austin, 05/11/2015 Attorney-in-Fact

**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).
- (1) Withholding of stock to satisfy tax obligation.
- (2) By Trustee, CSX Corporation Executive Stock Trust.

(3)

Reporting Owners 2

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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.

- (4) Each unit of phantom stock is the economic equivalent of one share of Company common stock. Units of phantom stock become payable, in cash, consistent with the Reporting Person's distribution election made at the time of deferral.
- The number of shares reflected in the Form 4 filed on March 25, 2015 were transposed as 12,851 when the correct number should have (5) been 12,581. A dividend payment resulted in the acquisition of 58 notional shares on March 13, 2015, resulting in a total of 12,639

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.