

WARD MICHAEL J  
Form 4  
January 24, 2012

**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 \*  
WARD MICHAEL J

(Last) (First) (Middle)  
500 WATER STREET  
(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/24/2011

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)  
Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/24/2011		G <sup>(1)</sup>		160,000	D	\$ 598,025 <sup>(2)</sup>
Common Stock	01/20/2012		A		718,419 <sup>(3)</sup>	A	\$ 22.82 1,316,444
Common Stock	01/20/2012		F		257,516 <sup>(4)</sup>	D	\$ 22.82 1,058,928
Common Stock						I	397,303 <sup>(5)</sup>

CSX Corporation Executive Stock Trust <sup>(6)</sup>

Common Stock		13,366 <sup>(7)</sup>	I	CSX Corporation 401(k) Plan <u>(8)</u>
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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)

**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	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu	9. Nu
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	

## Reporting Owners

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

## Signatures

/s/ Mark D. Austin,  
Attorney-in-Fact

01/24/2012

\*\*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) Gift of 160,000 shares by Michael J. Ward to a 501(c)(3) charitable organization.

(2) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 505,350 shares of common stock.

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- (3) Shares awarded pursuant to the CSX 2009 - 2011 Long Term Incentive Plan.
- (4) Withholding of stock to satisfy tax withholding obligation.
- (5) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 264,869 shares of common stock.
- (6) By Trustee, CSX Corporation Executive Stock Trust.
- (7) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 8,767 shares of common stock.
- (8) By Trustee, CSX Corporation Savings Thrift Plan. 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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