

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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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)
500 WATER STREET
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

JACKSONVILLE, FL 32202

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/24/2011 | | G ⁽¹⁾ | V Amount (A) or (D) Price | 160,000 D \$ 598,025 ⁽²⁾ | D | |
| Common Stock | 01/20/2012 | | A | 718,419 ⁽³⁾ A \$ 22.82 | 1,316,444 D | D | |
| Common Stock | 01/20/2012 | | F | 257,516 ⁽⁴⁾ D \$ 22.82 | 1,058,928 D | D | |
| Common Stock | | | | | 397,303 ⁽⁵⁾ | I | CSX Corporation Executive Stock Trust ⁽⁶⁾ |

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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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