WARD MICHAEL J

Form 4

October 20, 2010

FORM 4

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

OMB APPROVAL OMB

Check this box

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

Expires:

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARD MICHAEL J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CSX CORP [CSX]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X Director 10% Owner

(Month/Day/Year) CSX CORPORATION, 500 WATER 10/18/2010

STREET

below)

Other (specify X_ Officer (give title

Chairman, President and CEO 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32202

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securities A	Acquired, Dispose	d of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (D)		posed of	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/18/2010		Code V G(1) V	Amount 68,000	or (D) Price D \$ 0		(Instr. 4)		
Common Stock						132,434	I	CSX Corporation Executive Stock Trust	
Common Stock						4,363	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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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.	Date Exerc	cisable and	7. Title a	and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
		Derivative				Securities			(Instr. 3	and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
									Δ	mount		
									or			
							Date	Expiration	Title N			
							Exercisable	Date	of			
					Code V	(A) (D)				hares		
						(1-)			- 01			

Reporting Owners

D	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

WARD MICHAEL J CSX CORPORATION 500 WATER STREET JACKSONVILLE, FL 32202

X

Chairman, President and CEO

Signatures

/s/ Mark D. Austin 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) Gift of 68,000 share of common stock made by Michael J. Ward to a 501(c)(3) charitable organization.
- (2) By Trustee, CSX Corporation Executive Stock Trust.
- (3) 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. 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.

Reporting Owners 2