SIZEMORE CAROLYN T

Form 4 May 08, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Adda SIZEMORE C		-	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	(Choon an appheacie)			
500 WATER STREET			(Month/Day/Year) 05/06/2013	Director 10% OwnerX Officer (give title Other (specify below) VP and Controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
JACKSONVII	LLE, FL 322	202	Filed(Month/Day/Year)	Applicable Line) _X_ 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. 4. Securities Transaction(A) or Dispos Code (Instr. 3, 4 an (Instr. 8) (A			d of (D)	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	05/06/2013		F	736 <u>(1)</u>	` ′	\$ 25.23	37,619	D		
Common Stock (2)	05/07/2013		A	2,135	A	<u>(3)</u>	39,754	D		
Common Stock							77,751	I	The Carolyn T. Sizemore Living Trust (4)	
Common Stock							51,183	I	Executive Deferred Compensation Plan (5)	

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Common Stock 7,001 I CSX Corporation 401(k) Plan $\frac{(6)}{2}$

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

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SEC 1474

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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 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. Transac Code (Instr. 8	5. tionNumber of Securitic Acquire (A) or Dispose of (D) (Instr. 3, 4, and 5	(Month/Day ve es d	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date		Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SIZEMORE CAROLYN T 500 WATER STREET JACKSONVILLE, FL 32202

VP and Controller

Signatures

By: Mark D. Austin, Attorney-in-Fact 05/08/2013

**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 withholding obligation.
- (2) Restricted stock units awarded pursuant to the approved 2010 CSX Stock and Incentive Award Plan. Each unit represents a contingent right to receive one share of common stock. The units vest on May 6, 2016.

Reporting Owners 2

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- (3) In determining the number of units to be granted under the 2010 CSX Stock and Incentive Plan, the value of the award for the Reporting Person is divided by the average of CSX's stock price for the full three-month period preceding the date of grant.
- (4) By Carolyn T. Sizemore, Trustee.
- (5) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (6) 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.