

CSX CORP
Form FWP
October 17, 2012

Filed Pursuant to Rule 433

Registration Statement No. 333-164978

CSX Corporation

PRICING TERM SHEET

Dated October 17, 2012

\$800,000,000 4.100% Notes due 2044

Issuer:	CSX Corporation
Ratings:	Baa2 / BBB
Security:	4.100% Notes due 2044
Size:	\$800,000,000
Maturity Date:	March 15, 2044
Coupon:	4.100%
Interest Payment Dates:	March 15 and September 15, commencing March 15, 2013
Price to Public:	99.635%
Benchmark Treasury:	3% due May 15, 2042
Benchmark Treasury Yield:	2.971%
Spread to Benchmark Treasury:	+115 bps
Yield:	4.121%
Make-Whole Call:	T + 25 bps
Par Call:	Within six months prior to the maturity date
Expected Settlement Date:	October 22, 2012
CUSIP / ISIN:	126408 GY3 / US126408GY39
Joint Book-Running Managers:	Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Morgan Stanley & Co. LLC J.P. Morgan Securities LLC UBS Securities LLC
Co-Managers:	Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. PNC Capital Markets LLC

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The Williams Capital Group, L.P.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-800-831-9146, Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037 or Morgan Stanley & Co. LLC toll free at 1-866-718-1649.