GOODEN CLARENCE W

Form 4/A March 01, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

1(b).

Common

Common

Common

Stock

Stock

Stock

02/18/2011

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

GOODEN	CLARENCE W	Symbol CSX (CORP [CSX]	Issuer (Check all applicable)				
(Last) 500 WAT	(First) CER STREET	, , , , , , , , , , , , , , , , , , , ,	of Earliest Transaction /Day/Year) /2011	Director 10% Owner Solution Other (specify below) below) EVP & CCO				
	(Street)	Filed(M 02/22/	nendment, Date Original Ionth/Day/Year) /2011	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	WILLE, FL 3220			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	ble 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 Acquire Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities Ownership Indirect Beneficial Beneficially Form: Ownership Owned Direct (D) (Instr. 4) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)				
Common Stock	02/17/2011		S(1) 24,178 D \$7	5 84,639 D				

10,488 D

\$ 75 74,151

38,061

109

D

Ι

Ι

 $S^{(1)}$

Executive

Deferred

Plan (2) **CSX**

Compensation

Corporation

401(k) Plan (3)

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Corkie T. Common Gooden 54,758 I Stock Irrevocable Trust (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

GOODEN CLARENCE W **500 WATER STREET** JACKSONVILLE, FL 32202

EVP & CCO

Signatures

By: Mark D. Austin, 03/01/2011 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).

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on (1) February 3, 2011. The plan has been approved pursuant to the terms of the Issuer's policies and is part of the Reporting Person's strategy to diversify assets.

Reporting Owners 2

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- (2) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (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.
 - These shares are held in a Trust for the Reporting Person's spouse. The Reporting Person's spouse is the Trustee of the Trust. The
- (4) Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

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.