GOODEN CLARENCE W

Form 4 May 05, 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

OMB Number:

3235-0287 January 31,

Expires: 2005

OMB APPROVAL

Estimated average burden hours per 0.5 response...

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * GOODEN CLARENCE W			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	, , ,			
500 WATER STREET			(Month/Day/Year) 05/03/2011	Director 10% Owner _X Officer (give title Other (specify below) EVP & CCO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
JACKSONVILLE, FL 32202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State)	(Zip) Ta	le 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 Acquired 5. Amount of 6. Transaction(A) or Disposed of (D) Securities Owner Code (Instr. 3, 4 and 5) Beneficially Form: Owned Direct Following or Indi Reported (I) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (1.27 p. 1.27 p.	Ownership (D) (Instr. 4) rect
Stock (1)	05/03/2011		A 6,643 A $^{\circ}_{75.27}$ 46,427 D	
Common Stock			38,195 I	Executive Deferred Compensation Plan (2)
Common Stock			109 I	CSX Corporation 401(k) Plan (3)
Common Stock			54,758 I	Corkie T. Gooden

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Irrevocable Trust (4)

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

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SEC 1474

(9-02)

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.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Exercisable Date	Title Number			
				C = V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Renorting Owner Name / Address	

Director 10% Owner Officer Other

GOODEN CLARENCE W 500 WATER STREET JACKSONVILLE, FL 32202

EVP & CCO

Signatures

/s/ Mark D. Austin, Attorney-in-Fact 05/05/2011

**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) Restricted stock units awarded pursuant to the 2010 CSX Stock and Incentive Award Plan. The units vest on May 3, 2014.
- (2) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (3) 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.

Reporting Owners 2

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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.