Edgar Filing: WATTS J C JR - Form 4

WATTS J G	C JR											
Form 4												
February 15	5, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	UNITED	STATES		RITIES . ashingtor				COMMISSI		OMB Numbe	r: 323	5-0287
Check t if no loi									Expires	s: January		
subject Section Form 4	MENT OI	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities I Section 17(a) of the Public Utility Holding Compan 30(h) of the Investment Company Ad						ny Act	of 1935 or Sec	84,	respons	юс	0.5	
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> WATTS J C JR			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer)
(-)		CSX CORP [CSX]					(Check all applicable)					
(Last)	(First) (Middle)		of Earliest 7	Fransactio	n		X Director	r		10% Owner	
500 WATER STREET			(Month/Day/Year) 02/13/2013					Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
JACKSON	VILLE, FL 3220	2	Filed(Mo	onth/Day/Ye	ar)			Applicable Lin _X_ Form filed Form filed Person	l by One		ng Person ne Reporting	
(City)	(State)	(Zip)				~						
(0.0)	· · ·	-		ole I - Non-				cquired, Dispose	ed of, o		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	on(A) or D (D) (Instr. 3,	ispose 4 and (A) or	d of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owne Form: Direct or Ind (I) (Instr.	ership : t (D) lirect	7. Nature of Indirect Ber Ownership (Instr. 4)	
Common Stock	02/13/2013			Code V	Amount 7,390	(D) A	Price \$ 20.3 (2)	15,149	I		CSX Dire Deferred Compensa Plan <u>(3)</u>	

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
WATTS J C JR 500 WATER STREET JACKSONVILLE, FL 32202	Х							
Signatures								
/s/ Mark D. Austin, Attorney-in-Fact		02/14/201	3					

**Signature of Reporting Person

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).

Date

(1) Exempt payment of director's fees and/or annual retainer in the form of CSX Common Stock pursuant to the 2010 CSX Stock and Incentive Award Plan.

Each non-employee director is granted an annual stock retainer equal to an amount of CSX Common Stock valued at \$150,000 based on(2) the average closing price of CSX Common Stock for all trading days during the three full calendar months preceding the month in which the grant is made.

(3) By Trustee, CSX Directors Deferred Compensation Plan (the "Plan"). The shares are payable after the reporting person ceases to be a director or otherwise pursuant to the terms of the Plan.

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.