CSX CORP Form 4 May 08, 2014

## FORM 4

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

OMB 3235-0287

Check this box

Number: January 31, Expires: 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad WARD MIC	•	ting Person *	2. Issuer Name <b>and</b> 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	( see approximately				
500 WATER STREET			(Month/Day/Year) 05/06/2014	X Director 10% Owner Specific title Other (specify below) Chairman, President and CEO				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
JACKSONV	ILLE, FL 32	2202	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Ac	equired, Disposed	l of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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 (1)	05/06/2014		A	62,322	A	<u>(2)</u>	544,226	D	
Common Stock							14,055	I	CSX Corporation 401(k) Plan
Common Stock							210,000	I	Kim Anspach Ward Revocable Trust (4)

Comman Stock 397,303 I Corporation Executive Stock Trust

(5)

CSX

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Keiauonsnips						
Director	10% Owner	Officer	Other			
X		Chairman, President and CEO				
			Director 10% Owner Officer			

#### **Signatures**

/s/ Mark D. Austin, Attorney-in-Fact 05/08/2014

\*\*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 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 5, 2017.

Reporting Owners 2

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- (2) 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.
- (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.
- (4) By Kim Anspach Ward, Trustee.
- (5) By Trustee, CSX Corporation Executive Stock Trust.

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.