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WARD MI Form 4 January 24,											
								OMB APPROVAL			
. 0	•• • UNITED	CURITIES AND EXCHANGE C Washington, D.C. 20549				OMMISSION	OMB Number:	3235-0287			
Check t if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pu tons ntinue.	MENT OF CH rsuant to Sectio (a) of the Publi	ANGES IN SECU	January 31 Expires: 2005 Estimated average burden hours per response 0.5							
(Print or Type	e Responses)										
1. Name and WARD M	Address of Reporting ICHAEL J	Sym	ssuer Name a ool K CORP [Cl		Tradii	ng	5. Relationship of Reporting Person(s) to Issuer				
			te of Earliest	-			(Check all applicable)				
500 WATI	ER STREET		nth/Day/Year) 24/2011				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President and CEO				
JACKSON	(Street) WILLE, FL 3220	Filed	Amendment, l (Month/Day/Ye	-	1		6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	One Reporting	Person		
(City)	(State)	(Zip)	Fable I - Non	-Derivative	Secur	ities Acq	uired, Disposed o	f, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/24/2011		G <u>(1)</u>	160,000	D	<u>(1)</u>	598,025 <u>(2)</u>	D			
Common Stock	01/20/2012		А	718,419 (<u>3)</u>	A	\$ 22.82	1,316,444	D			
Common Stock	01/20/2012		F	257,516 (4)	D	\$ 22.82	1,058,928	D			
Common Stock							397,303 <u>(5)</u>	I	CSX Corporation Executive Stock Trust (6)		

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Common Stock							13,366	9 <u>(7)</u> I		-	oration () Plan	
Reminder: R	Perso inforn requir displa	ally 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.					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 Derivative2.Conversion SecurityConversion or Exercise(Instr. 3)Price of Derivative Security		3. Transaction Date (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
					Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporting Owners												
Reporting	g Owner Name	e / Address	Director	r 10% Owner	Relation Officer	ships		Other				

WARD MICHAEL J 500 WATER STREET X JACKSONVILLE, FL 32202

Chairman, President and CEO

Signatures

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

Date

01/24/2012

**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).

(1) Gift of 160,000 shares by Michael J. Ward to a 501(c)(3) charitable organization.

On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 505,350 shares of common stock.

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- (3) Shares awarded pursuant to the CSX 2009 2011 Long Term Incentive Plan.
- (4) Withholding of stock to satisfy tax withholding obligation.
- (5) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 264,869 shares of common stock.
- (6) By Trustee, CSX Corporation Executive Stock Trust.
- On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 8,767 shares of common stock.
- (8) 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.

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.