FITZSIMMONS ELLEN M

Form 4

January 24, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

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

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * FITZSIMMONS ELLEN M

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CSX CORP [CSX]

(Check all applicable)

500 WATER STREET

3. Date of Earliest Transaction (Month/Day/Year)

01/20/2012

Director 10% Owner _X__ Officer (give title Other (specify

below) SVP, General Counsel, Corp Sec

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32202

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	rities Acq	uired, Disposed	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)	Execution Date, if Transaction Disposed of (D) Iny Code (Instr. 3, 4 and 5) Month/Day/Year) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/20/2012		Code V A	Amount 179,608 (1)	(D)	Price \$ 22.82	236,953	D	
Common Stock	01/20/2012		F	61,211 (2)	D	\$ 22.82	175,742	D	
Common Stock							19,914	I	CSX Corporation Executives Stock Trust
Common Stock							10,037	Ι	CSX Corporation

401(k) Plan

(4)

The Ellen M. Fitzsimmons Living Trust

(5)

Shares

Ι

Common Stock

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

260,342

SEC 1474 (9-02)

9. Nu

Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exerc	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)
	Derivative				Securities			(Instr. 3 and	4)
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
								Amou	nt
						Date	Expiration	or	
						Exercisable	Date	Title Numb	er

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Code V (A) (D)

FITZSIMMONS ELLEN M 500 WATER STREET JACKSONVILLE, FL 32202

SVP, General Counsel, Corp Sec

Signatures

/s/ Mark D. Austin, Attorney-in-Fact 01/24/2012

**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).

Reporting Owners 2

Edgar Filing: FITZSIMMONS ELLEN M - Form 4

- (1) Shares awarded pursuant to the CSX 2009 2011 Long Term Incentive Plan.
- (2) Withholding of stock to satisfy tax withholding obligation.
- (3) By Trustee, CSX Corporation Executive Stock Trust.
- (4) 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.
- (5) By Ellen M. Fitzsimmons, Trustee.

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.