O'TOOLE TIMOTHY

Form 4

February 10, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *O'TOOLE TIMOTHY

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

CSX CORP [CSX]

(Month/Day/Year)

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

__X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

CSX CORPORATION, 500 WATER 02/08/2012

(Street)

STREET

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

below)

JACKSONVILLE, FL 32202

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date

2A. Deemed Execution Date, if any

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following

6. Ownership Form: Direct (D)

or Indirect

I

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount

(Instr. 8)

Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)

CSX

Common Stock 02/08/2012

A 6,891 A 21.77 43,430 $\frac{(3)}{(2)}$

(A)

or

Price

(D)

Corporation
Directors
Deferred
Compensation

Plan (4)

Common Stock

 $7,950 \frac{(5)}{}$ D

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

SEC 1474 (9-02)

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displays a currently valid OMB control

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. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Instr. 8) Derivative Securities			Secur	ities	(Instr. 5)]
	Derivative							(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Expiration Title	Number		
						Exercisable	le Date		of		
				Code V	(A) (D)				Shares		
				Couc v	(II)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
O'TOOLE TIMOTHY							
CSX CORPORATION	X						
500 WATER STREET	Λ						
JACKSONVILLE, FL 32202							

Signatures

/s/ Mark D. Austin, Attorney-in-Fact 02/10/2012

**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).
- (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) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownship of an additional 23,875 shares of common stock.
- (4) 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.
- (5) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownship of an additional 5,300 shares of common stock.

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