

CSX CORP

Form 4/A

March 25, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MUNOZ OSCAR

(Last) (First) (Middle)

500 WATER STREET

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CSX CORP [CSX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/13/2015

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

President &amp; COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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			Code V	Amount (D)	Price	541,549	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  
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)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
Phantom Stock <u>(1)</u>	<u>(2)</u>	03/13/2015 <u>(3)</u>		A	1,950 <u>(4)</u>	<u>(1)</u> <u>(1)</u>	Common Stock	1,950 <u>(5)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNOZ OSCAR 500 WATER STREET JACKSONVILLE, FL 32202			President & COO	

## Signatures

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

03/25/2015

\_\_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).

Prior to 2007, the Reporting Person deferred a portion of his cash compensation under the CSX Executive Deferred Compensation Plan, which was notionally invested into a fund that tracks to the value of CSX common stock. These investments are considered phantom stock under Section 16. At the time of the Reporting Person's initial election and subsequent deferrals, the Company relied upon a

- (1) third-party vendor to document the timing of each deferral. The Company has since stopped using such vendor. In the process of moving this responsibility to a new third-party, the information regarding the timing of deferrals was lost. Since 2007, the Reporting Person has not deferred any portion of his cash compensation into investments that could be deemed phantom stock other than as a result of dividend reinvestments under the Plan.
- (2) Each unit of phantom stock is the economic equivalent of one share of Company common stock. Units of phantom stock become payable, in cash, consistent with the Reporting Person's distribution election made at the time of deferral.
- (3) As a result of the loss of the historical transaction details, the Reporting Person is unable to provide the date of the earliest transaction. Accordingly, the date of the last previously reported transaction was utilized.
- (4) Includes units of phantom stock credited to the Reporting Person's account as a result of the dividend reinvestment feature of the Plan.
- (5) Price of each unit of phantom stock was determined at the time of the applicable deferral pursuant to the Plan; therefore, the units have been acquired at various prices. The prices at which the units were acquired is indeterminable.
- (6)

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As the result of an administrative oversight by the Company, the Reporting Person did not timely file a Form 4 for any of the Reporting Person's cash deferrals under the Plan.

(7) By Trustee, CSX Corporation Executive Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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