

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIZEMORE CAROLYN T

(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
☒ Officer (give title below) ____ Other (specify
below) below)

VP and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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					7,627	D	
Common Stock					53,216	I	The Carolyn T. Sizemore Living Trust ⁽¹⁾
Common Stock					53,127 ⁽²⁾	I	Executive Deferred Compensation Plan ⁽³⁾
Common Stock					7,277	I	CSX Corporation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)
				Code	V	(A)	(D)	Amount or Number of Shares
Phantom Stock	<u>(5)</u>	03/13/2015 ⁽⁶⁾		A		2,949	<u>(5)</u> <u>(5)</u>	Common Stock <u>2,949</u> <u>(7)</u> <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIZEMORE CAROLYN T 500 WATER STREET JACKSONVILLE, FL 32202	VP and Controller

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).

(1) By Carolyn T. Sizemore, Trustee.

(2) Total included in Reporting Person's Form 4, filed February 13, 2015, reduced by 2,936 shares. 2,936 units of phantom stock are now included in Table II.

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- (3) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (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) 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.
- (6) 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.
- (7) Includes units of phantom stock credited to the Reporting Person's account as a result of the dividend reinvestment feature of the CSX Executive Deferred Compensation Plan (the "Plan").
- Prior to 2007, the Reporting Person elected to defer a portion of her cash compensation under the CSX Executive Deferred Compensation Plan (the "Plan"). Pursuant to this Plan, the deferred cash was notionally invested in a fund that tracks the value of Company common stock. At the time of the Reporting Person's initial election and subsequent deferrals, the Company relied upon a 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 her cash compensation into investments that could be deemed phantom stock other than as a result of dividend reinvestments under the Plan.
- (8)
- (9) 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.
- As a result of an administrative oversight by the Company, the Reporting Person has not timely filed a Form 4 for the Reporting Person's cash deferrals under the Plan. In the Reporting Person's Form 5, filed February 9, 2015 and Form 4, filed February 13, 2015, these units of phantom stock were incorrectly included in the Reporting Person's total holdings in the CSX Executive Stock Trust. The units of phantom stock should have been reported in Table II as they were acquired pursuant to the Plan.
- (10)

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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