

CSX CORP
Form FWP
February 23, 2012

Filed Pursuant to Rule 433

Registration Statement No. 333-164978

CSX Corporation

PRICING TERM SHEET

Dated February 23, 2012

\$300,000,000 4.40% Notes due 2043

Issuer:	CSX Corporation
Ratings:	Baa3/BBB (positive/stable) (Moody s/S&P)
Security:	4.40% Notes due 2043
Size:	\$300,000,000
Maturity Date:	March 1, 2043
Coupon:	4.40%
Interest Payment Dates:	March 1 and September 1, commencing September 1, 2012
Price to Public:	99.413%
Benchmark Treasury:	3.125% due November 15, 2041
Benchmark Treasury Yield:	3.105%
Spread to Benchmark Treasury:	+133 bps
Yield:	4.435%
Make-Whole Call:	T + 20 bps
Par Call:	Within six months prior to the maturity date
Expected Settlement Date:	February 28, 2012
CUSIP/ISIN:	126408 GX5 / US126408GX55
Joint Book-Running Managers:	J.P. Morgan Securities LLC
	UBS Securities LLC
Senior Co-Managers:	Citigroup Global Markets Inc.
	Credit Suisse Securities (USA) LLC
	Morgan Stanley & Co. LLC
Co-Managers:	Mitsubishi UFJ Securities (USA), Inc.
	Mizuho Securities USA Inc.
	PNC Capital Markets LLC
	The Williams Capital Group, L.P.

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Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the

SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC at 212-834-4533 or UBS Securities LLC at 877-827-6444, ext. 561 3884.