

WARD MICHAEL J
Form 4
May 09, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARD MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 WATER STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

JACKSONVILLE, FL 32202

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

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

(City) (State) (Zip)

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 ⁽¹⁾ | 05/08/2013 | | A | 64,048 | A 2 545,735 | D | |
| Common Stock | | | | | 397,303 | I | CSX Corporation Executive Stock Trust ⁽³⁾ |
| Common Stock | | | | | 13,765 | I | CSX Corporation 401(k) Plan ⁽⁴⁾ |

| | | | |
|-----------------|---------|---|---|
| Common Stock | 210,000 | I | Kim Anspach Ward Revocable Trust ⁽⁵⁾ |
|-----------------|---------|---|---|

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 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. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARD MICHAEL J 500 WATER STREET JACKSONVILLE, FL 32202 | X | | Chairman, President and CEO | |

Signatures

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

05/09/2013

**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) Restricted stock units awarded pursuant to the approved 2010 CSX Stock and Incentive Award Plan. Each unit represents a contingent right to receive one share of common stock. The units vest on May 6, 2016.

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- (2) In determining the number of units to be granted under the 2010 CSX Stock and Incentive Plan, the value of the award for the Reporting Person is divided by the average of CSX's stock price for the full three-month period preceding the date of grant.
- (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 Kim Anspach Ward, Trustee.

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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