

CSX CORP  
Form 4/A  
March 25, 2015

**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 \*  
GOODEN CLARENCE W

(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)  
EVP & CCO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					97,618	D	
Common Stock					358	I	CSX Corporation 401(k) Plan <sup>(1)</sup>
Common Stock					164,274	I	Corkie T. Gooden Revocable Trust <sup>(2)</sup>
					55,000	I	

Common Stock						Clarence W. Gooden Irrevocable Trust <sup>(3)</sup>
Common Stock	125,000	I				Clarence W. Gooden Second Irrevocable Trust <sup>(3)</sup>
Common Stock	111,278	I				Clarence W. Gooden Revocable Trust <sup>(3)</sup>

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

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SEC 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<sup>(4)</sup>	03/13/2015 <sup>(5)</sup>		A	252 <sup>(6)</sup>	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	252 <sup>(6)</sup> <sup>(7)</sup>	<sup>(8)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODEN CLARENCE W 500 WATER STREET			EVP & CCO	

JACKSONVILLE, FL 32202

## 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 Trustee, CSX Tax Savings Thrift Plan. The number reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.  

These shares are held in a Trust for the Reporting Person's spouse. The Reporting Person's spouse is the Trustee of the Trust. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
- (2) Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
- (3) By Trustee, Clarence W. Gooden.
- (4) 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.
- (5) 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.
- (6) 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 deferred a portion of his cash compensation under the Plan. Pursuant to the plan, the deferred cash was notionally invested into a fund that tracks the value of CSX 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 his cash compensation into investments that could be deemed phantom stock other than as a result of dividend reinvestments under the Plan.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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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