

CSX CORP  
Form FWP  
October 17, 2012

Filed Pursuant to Rule 433

Registration Statement No. 333-164978

**CSX Corporation**

**PRICING TERM SHEET**

Dated October 17, 2012

**\$800,000,000 4.100% Notes due 2044**

<b>Issuer:</b>	CSX Corporation
<b>Ratings:</b>	Baa2 / BBB
<b>Security:</b>	4.100% Notes due 2044
<b>Size:</b>	\$800,000,000
<b>Maturity Date:</b>	March 15, 2044
<b>Coupon:</b>	4.100%
<b>Interest Payment Dates:</b>	March 15 and September 15, commencing March 15, 2013
<b>Price to Public:</b>	99.635%
<b>Benchmark Treasury:</b>	3% due May 15, 2042
<b>Benchmark Treasury Yield:</b>	2.971%
<b>Spread to Benchmark Treasury:</b>	+115 bps
<b>Yield:</b>	4.121%
<b>Make-Whole Call:</b>	T + 25 bps
<b>Par Call:</b>	Within six months prior to the maturity date
<b>Expected Settlement Date:</b>	October 22, 2012
<b>CUSIP / ISIN:</b>	126408 GY3 / US126408GY39
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  Credit Suisse Securities (USA) LLC  Morgan Stanley & Co. LLC  J.P. Morgan Securities LLC  UBS Securities LLC
<b>Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc.  Mizuho Securities USA Inc.  PNC Capital Markets LLC

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The Williams Capital Group, L.P.

**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](http://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 Citigroup Global Markets Inc. toll free at 1-800-831-9146, Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037 or Morgan Stanley & Co. LLC toll free at 1-866-718-1649.**