Mancini Lisa A. Form 4 May 08, 2013

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

Stock

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mancini Lisa A.

(First) (Middle)

**500 WATER STREET** 

JACKSONVILLE, FL 32202

(Street)

2. Issuer Name and Ticker or Trading Symbol

CSX CORP [CSX]

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

05/06/2013

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

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title Other (specify below)

SVP - Chief Administrative Off

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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 ton(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/06/2013		Code V	Amount 2,656 (1)	or (D) D	Price \$ 25.23	(Instr. 3 and 4) 123,432	D			
Common Stock (2)	05/07/2013		A	12,810	A	<u>(3)</u>	136,242	D			
Common Stock							63,537	I	Executive Deferred Compensation Plan (4)		
Common							7,790	I	CSX Corporation		

401(k) Plan (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SEC 1474** 

(9-02)

9. Nu Deriv Secur Bene

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	B) Price of		(Month/Day/Year)	(Instr. 8	<ol><li>Derivative</li></ol>	e		Securities		(Instr. 5)
	Derivative	rative Securities				(Instr.	3 and 4)			
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	or	
									Number	
									of	
				Code	V (A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mancini Lisa A. 500 WATER STREET JACKSONVILLE, FL 32202

SVP - Chief Administrative Off

#### **Signatures**

By: Mark D. Austin, Attorney-in-Fact

05/08/2013

\*\*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) Withholding of stock to satisfy tax withholding obligation.
- (2) Restricted stock units awarded pursuant to the shareholder 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.
- (3) 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.
- (4) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (5) 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.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.