

SIZEMORE CAROLYN T
Form 4
January 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
SIZEMORE CAROLYN T

(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)
01/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/20/2012 | | A | (A) or (D) Code V Amount Price A 32,327 \$ (1) 22.82 | 80,183 (2) | D | |
| Common Stock | 01/20/2012 | | F | (A) or (D) Code V Amount Price F 8,708 \$ (3) 22.82 | 71,475 | D | |
| Common Stock | | | | | 43,965 (4) | I | The Carolyn T. Sizemore Living Trust (5) |
| Common Stock | | | | | 49,642 (6) | I | Executive Deferred Compensation |

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On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 31,904 shares of common stock.

- (3) Withholding of stock to satisfy tax withholding obligation.
- (4) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 29,310 shares of common stock.
- (5) By Carolyn T. Sizemore, Trustee.
- (6) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 32,552 shares of common stock.
- (7) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (8) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 4,459 shares of common stock.
- (9) 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.

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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