#### SIZEMORE CAROLYN T

Form 4 May 07, 2010

# FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SIZEMORE CAROLYN T			2. Issuer Name and Ticker or Trading Symbol CSX CORP [CSX]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
CSX CORPORATION, 500 WATER STREET			05/05/2010	X Officer (give title Other (specify below) VP and Controller			
				vi and controller			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
JACKSONVILLE, FL 32202				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect Beneficial (Instr. 3) (Instr. 3, 4 and 5) Beneficially Form: Ownership Code (Month/Day/Year) (Instr. 8) Owned Direct (D) (Instr. 4) Following or Indirect Reported (I)

Common Stock (1)	05/05/2010	Code A	V	Amount 896	(A) or (D)	Price \$ 50.21	Transaction(s) (Instr. 3 and 4) 13,066	(Instr. 4)	
Common Stock							16,010	I	Executive Deferred Compensation Plan (2)
Common Stock							2,201	I	CSX Corporation 401(k) Plan (3)
Common Stock							14,655	I	The Carolyn T. Sizemore

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Living Trust (4)

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Titl	le and	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	ate	Amou	ınt of	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr.
	Derivative				Securities	3		(Instr.	. 3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title		
						LACICISADIC	Date		of	
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SIZEMORE CAROLYN T CSX CORPORATION 500 WATER STREET JACKSONVILLE, FL 32202

VP and Controller

# **Signatures**

By: Mark D. Austin 05/07/2010 Attorney-in-Fact

\*\*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).
- Restricted stock units awarded pursuant to the shareholder approved 2010 CSX Stock and Incentive Award Plan. The units vest on May 4, 2013 and are payable solely in shares of common stock of CSX Corporation on a one-to-one basis.
- (2) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- By Trustee, CSX Corporation Savings Thrift Plan. Reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will **(3)** fluctuate dependent upon daily net asset value of the fund.

Reporting Owners 2

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#### (4) By Carolyn T. Sizemore, Trustee.

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.