FITZSIMMONS ELLEN M

Form 4 May 08, 2013

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FITZSIMMONS ELLEN M Issuer Symbol CSX CORP [CSX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify **500 WATER STREET** 05/06/2013 below) EVP, General Counsel, Corp Sec (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 Form filed by More than One Reporting JACKSONVILLE, FL 32202 Person

| (City) | (State) | (Zip) Tal | ble I - Non | -Derivative | e Secu | rities Acc | quired, Disposed | of, or Benefi | cially Owned |
|--------------------------------------|--------------------------------------|---|---|------------------|--------|--|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | 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 | 05/06/2013 | | Code V F | Amount 4,086 (1) | (D) | Price \$ 25.23 | 43,102 | D | |
| Common Stock (2) | 05/07/2013 | | A | 16,012 | A | <u>(3)</u> | 59,114 | D | |
| Common Stock | | | | | | | 19,914 | I | CSX Corporation Executives Stock Trust |
| Common Stock | | | | | | | 10,336 | I | CSX Corporation |

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401(k) Plan

(5)

The Ellen M. **Fitzsimmons Living Trust**

Ι

Common Stock

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

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354,466

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 Conversion or Exercise Security (Instr. 3) Price of Derivative Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

5. TransactionNumber Code of (Instr. 8) Derivative Securities

(A) or

of (D)

(Instr. 3, 4, and 5)

Expiration Date (Month/Day/Year) Acquired Disposed

> Date Exercisable

6. Date Exercisable and 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5)

9. Nu Deriv Secu Bene Own Follo Repo Trans

(Insti

Amount

or Expiration Title Number of

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Code V (A) (D)

10% Owner Director

Officer

Other

Date

FITZSIMMONS ELLEN M **500 WATER STREET** JACKSONVILLE, FL 32202

EVP. General Counsel, Corp

Sec

Signatures

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

05/08/2013

**Signature of Reporting Person

Date

Reporting Owners 2

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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 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 Stock Trust.
- (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.
- (6) By Ellen M. Fitzsimmons, 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.