#### SIZEMORE CAROLYN T

Form 4 April 16, 2010

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 obligations may continue. See Instruction

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

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]

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

CSX CORPORATION, 500 WATER 04/14/2010 STREET

(Street)

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

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

VP and Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32202

						i Cison					
(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqui	nired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)  04/14/2010	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securiti our Dispose (Instr. 3, 4) Amount 11,666	(A) or (D)		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)		
Stock	04/14/2010		IVI	(1)	A	16.0725	23,836	D			
Common Stock	04/14/2010		S	11,666 (1)	D	\$ 55	12,170	D			
Common Stock							14,655 (2)	I	The Carolyn T. Sizemore Living Trust (3)		
Common Stock							16,010	I	Executive Deferred		

Compensation

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Plan <sup>(4)</sup>

Common Stock 2,201 I Corporation

401(k) Plan (5)

Stock

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)

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. Nı	ımber of	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactiorDerivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	nstr. 8) Acquired (A)					
	Derivative			or Disposed of						
	Security			(D)						
	•				(Instr. 3, 4,					
					and 5)					
							Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A)	(D)				of Shares
Option	\$ 16.0725	04/14/2010		M		11,666	05/07/2006	05/07/2013	Common	11,666

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

VP and Controller

(1)

**Signatures** 

/s/ Ellen M. Fitzsimmons
Attorney-in-Trust
04/16/2010

\*\*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).

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Person's statement 12, 2010. The plan has been approved pursuant to the terms of the Issuer's policies and is part of the Reporting Person's statement of the Reporting Person of the Reporting Person of the Reporting Person of the Reporting Person's statement of the Reporting Person of the Reporti

(1) February 12, 2010. The plan has been approved pursuant to the terms of the Issuer's policies and is part of the Reporting Person's strategy to diversify assets.

Reporting Owners 2

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- (2) Since the Reporting Person's last report, 3,224 shares previously owned directly have been contributed to the Reporting Person's living trust.
- (3) By Carolyn T. Sizemore, Trustee.
- (4) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (5) 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. 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.