CSX CORP Form 4 July 21, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION ON

OMB 3235-0

Washington, D.C. 20549

Number: 3235-0287

OMB APPROVAL

if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Estimated average burden hours per response... 0.5

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 Ad WARD MICI		ting Person *	2. Issuer Name and Ticker or Trading Symbol CSX CORP [CSX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
500 WATER STREET			(Month/Day/Year) 07/18/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
JACKSONVILLE, FL 32202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities Acqu	iired, Disposed (of, or Benefic	ially 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 onor Dispose (Instr. 3, 4	d of (I	O)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	07/18/2014		S	173,000	D	\$ 31.02	371,226	D	
Common Stock	07/18/2014		G(1) V	31,260	D	<u>(1)</u>	339,966	D	
Common Stock							397,303	I	CSX Corporation Executive Stock Trust
Common Stock							14,119	I	CSX Corporation

401(k) Plan

Ι

(3)

Kim Anspach Ward

Common Stock 210,000

Revocable Trust (4)

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	etion	5. inNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address		Relationships	

Director 10% Owner Officer Other

Relationshins

WARD MICHAEL J
500 WATER STREET X Chairman, President and CEO
JACKSONVILLE, FL 32202

Signatures

By: Mark D. Austin, Attorney-in-Fact 07/21/2014

**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) Gift of shares to a charitable organization.
- (2) By Trustee, CSX Corporation Executive Stock Trust.
- (3) 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.
- (4) By Kim Anspach Ward, 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.