

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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)
500 WATER STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2012

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

JACKSONVILLE, FL 32202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 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 | 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 |

| | | | |
|--------------|----------------------|---|---|
| Common Stock | 6,798 ⁽⁸⁾ | I | Plan ⁽⁷⁾ CSX Corporation 401(k) Plan ⁽⁹⁾ |
|--------------|----------------------|---|---|

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.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

| | | | |
|------------------|-----------------|-------|----------------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Code V (A) (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| SIZEMORE CAROLYN T 500 WATER STREET JACKSONVILLE, FL 32202 | Director 10% Owner Officer Other VP and Controller |

Signatures

| | |
|--|---------------------|
| /s/ Mark D. Austin, Attorney-in-Fact | 01/24/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Shares awarded pursuant to the CSX 2009 - 2001 Long Term Incentive Plan.
- (2)

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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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