

CSX CORP  
Form 4  
March 27, 2017

**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 \*  
Mantle Ridge LP

(Last) (First) (Middle)

900 THIRD AVENUE, 11TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CSX CORP [CSX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                                       |                                                          |                                              |

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

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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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| (Instr. 3)                          | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)          |   | Disposed of (D)<br>(Instr. 3, 4, and 5) |         | Date<br>Exercisable | Expiration<br>Date | Title           | Ar<br>Nu<br>Sh |
|-------------------------------------|------------------------------------|------------------|---------------------|---|-----------------------------------------|---------|---------------------|--------------------|-----------------|----------------|
|                                     |                                    |                  | Code                | V | (A)                                     | (D)     |                     |                    |                 |                |
| Call<br>Option<br>(right to<br>buy) | \$ 27.73                           | 03/17/2017       | X <sup>(5)(6)</sup> |   |                                         | 105,629 | <u>(7)</u>          | 03/17/2017         | Equity<br>Swap  | 10             |
| Equity<br>Swap                      | \$ 35.05                           | 03/17/2017       | X                   |   | 43,489                                  |         | <u>(7)</u>          | 03/17/2017         | Common<br>Stock | 4              |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                             | Director      | 10% Owner | Officer | Other |
| Mantle Ridge LP<br>900 THIRD AVENUE, 11TH FLOOR<br>NEW YORK, NY 10022       | X             |           |         |       |
| MR Argent Advisor LLC<br>900 THIRD AVENUE, 11TH FLOOR<br>NEW YORK, NY 10022 | X             |           |         |       |
| MR Argent GP LLC<br>900 THIRD AVENUE, 11TH FLOOR<br>NEW YORK, NY 10022      | X             |           |         |       |
| Hilal Paul C<br>900 THIRD AVENUE, 11TH FLOOR<br>NEW YORK, NY 10022          | X             |           |         |       |

## Signatures

MANTLE RIDGE LP By: Mantle Ridge GP LLC, its managing member By: PCH MR  
Advisor Holdings LLC, its managing member By: /s/ Paul C. Hilal Paul C. Hilal, Sole  
Member 03/27/2017

\_\_Signature of Reporting Person

Date

MR ARGENT ADVISOR LLC By: Mantle Ridge LP, its sole member By: Mantle Ridge GP  
LLC, its managing member By: PCH MR Advisor Holdings LLC, its managing member By:  
/s/ Paul C. Hilal Paul C. Hilal, Sole Member 03/27/2017

\_\_Signature of Reporting Person

Date

MR ARGENT GP LLC By: MR GP HoldCo LLC, its managing member By: MR GP  
HoldCo MM LLC, its managing member By: PCH MR GP Holdings LLC, its managing  
member By: /s/ Paul C. Hilal Paul C. Hilal, Sole Member 03/27/2017

\_\_Signature of Reporting Person

Date

/s/ Paul C. Hilal Paul C. Hilal

03/27/2017

\_\_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).

In addition to Mantle Ridge LP, a Delaware limited partnership ("Mantle Ridge"), this Form 4 is being filed jointly by MR Argent Advisor LLC, a Delaware limited liability company ("MR Argent"), MR Argent GP LLC, a Delaware limited liability company ("Fund GP"), and Paul C. Hilal, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Mantle Ridge and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities").

MR Argent, a wholly owned subsidiary of Mantle Ridge, advises the accounts of MR Argent Fund CE LP, a Delaware limited partnership, and MR Argent Offshore Fund AB LP, MR Argent Offshore Fund BB LP, MR Argent Offshore Fund CB 01 LP, MR Argent Offshore Fund CB 02 LP, MR Argent Offshore Fund CB 03 LP, MR Argent Offshore Fund CB 04 LP, MR Argent Offshore Fund CB 05 LP and MR Argent Offshore Fund CB 07 LP, each a Cayman Islands exempted limited partnership, and, if applicable, their subsidiaries, which are Cayman Islands exempted companies (all such funds and their subsidiaries together, the "Mantle Ridge Funds").

MR Argent, as the investment adviser to the Mantle Ridge Funds, and Mantle Ridge, as the sole member of MR Argent, each may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. As the general partner of the Mantle Ridge Funds, Fund GP may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Paul C. Hilal's position as ultimately controlling MR Argent, Mantle Ridge and MR GP HoldCo LLC, the sole member of the Fund GP, Paul C. Hilal may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

(4) Paul C. Hilal is a member of the board of directors of the Issuer, and as a result, each of the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

The Mantle Ridge Funds have exercised call option contracts, pursuant to which they had a right to buy an equity swap with respect to Issuer common stock. Under such equity swap, the Mantle Ridge Funds have (following exercise of the option) become a party to a two-year term contract with a broker pursuant to which a cash payment will be made by the broker to the Mantle Ridge Funds if the price of a share of Issuer common stock on a settlement date exceeds a certain price and a cash payment will be made by the Mantle Ridge Funds to the broker if the price of a share of Issuer common stock on a settlement date is less than a certain price. The amount shown in column 7 is the number of shares of Issuer common stock underlying the equity swap. The amount shown in column 2 is the exercise price of the call option per share of Issuer common stock, which may be different from the exercise price per share of Issuer common stock underlying the equity swap.

(6) The call option contracts exercised by the Mantle Ridge Funds included a net settlement feature.

(7) This equity swap was acquired pursuant to the exercise of call options.

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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