CSX CORP Form 4 September 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Synings January 31,

Expires: 2005
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Check this box if no longer subject to Section 16.

Section 16.
Form 4 or
Form 5

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RATCLIFFE DAVID M Issuer Symbol CSX CORP [CSX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title **500 WATER STREET** 09/15/2016 below)

(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

Stock

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	curities A	cquired, Dispose	d of, or Bene	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A on(A) or Dispose (Instr. 3, 4 and (A) or Amount (D)	ed of (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)
Common Stock	09/15/2016		A	855 <u>(1)</u> A	\$ 29.23	239,233	I	CSX Corporation Directors Deferred Compensation Plan (2)
Common						1,868	D	

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

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Person

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Title and A Underlying S		8. Price of Derivative
Security	or Exercise	(=:===================================	any	Code	of	(Month/Day		(Instr. 3 and		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Instr. 5)
	Derivative				Securities					
	Security				Acquired					
					(A) or Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						ъ.	.		or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Phantom Stock	\$ 26.39	09/15/2016		A	69 (3)	<u>(4)</u>	<u>(4)</u>	Common Stock	69	\$ 26.39

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
RATCLIFFE DAVID M							
500 WATER STREET	X						
JACKSONVILLE, FL 32202							

Signatures

By: Mark D. Austin, Attorney-in-Fact 09/19/2016

**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).
- (1) Exempt payment of director's fees and/or annual retainer in the form of CSX Common Stock pursuant to the 2010 CSX Stock and Incentive Award Plan.
- (2) By Trustee, CSX Directors Deferred Compensation Plan (the "Plan"). The shares are payable after the reporting person ceases to be a director or otherwise pursuant to the terms of the Plan.
- (3) Reflects units of phantom stock acquired through the dividend reinvestment feature of the CSX Director Deferred Compensation Plan.
- (4) Each unit of phantom stock is the economic equivalent of one share of Company common stock. Units of phantom stock become payable, in cash, consistent with the Reporting Person's distribution election made at the time of deferral.

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.

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