

CSX CORP  
Form FWP  
October 17, 2013

Filed Pursuant to Rule 433  
Registration Statement No. 333-186715

**CSX Corporation**

**PRICING TERM SHEET**

Dated October 17, 2013

**\$500,000,000 3.700% Notes due 2023**

<b>Issuer:</b>	CSX Corporation
<b>Ratings:</b>	Baa2 / BBB
<b>Security:</b>	3.700% Notes due 2023
<b>Size:</b>	\$500,000,000
<b>Maturity Date:</b>	November 1, 2023
<b>Coupon:</b>	3.700%
<b>Interest Payment Dates:</b>	May 1 and November 1, commencing May 1, 2014
<b>Price to Public:</b>	99.924%
<b>Benchmark Treasury:</b>	2.500% due August 15, 2023
<b>Benchmark Treasury Yield:</b>	2.579%
<b>Spread to Benchmark Treasury:</b>	+ 113 bps
<b>Yield:</b>	3.709%
<b>Make-Whole Call:</b>	T + 20 bps
<b>Par Call:</b>	Within three months prior to the maturity date
<b>Expected Settlement Date:</b>	October 22, 2013
<b>CUSIP / ISIN:</b>	126408 GZ0 / US126408GZ04
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  J.P. Morgan Securities LLC  Morgan Stanley & Co. LLC
<b>Senior Co-Managers:</b>	Credit Suisse Securities (USA) LLC  UBS Securities LLC
<b>Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc.  Mizuho Securities USA Inc.  PNC Capital Markets LLC  The Williams Capital Group, L.P.

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**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 1-212-834-4533 or Morgan Stanley & Co. LLC toll free at 1-866-718-1649.**