

WARD MICHAEL J
Form 4
January 13, 2011

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 *
WARD MICHAEL J

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)
CSX CORPORATION, 500 WATER STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/11/2011 | | M ⁽¹⁾ | | 19,700 A \$ 16.0725 | 207,472 | D |
| Common Stock | 01/11/2011 | | S ⁽¹⁾ | | 19,700 D \$ 68.59 | 187,772 | D |
| Common Stock | 01/12/2011 | | M ⁽¹⁾ | | 70,300 A \$ 16.0725 | 258,072 | D |
| Common Stock | 01/12/2011 | | S ⁽¹⁾ | | 70,300 D \$ 68.52 | 187,772 | D |
| Common Stock | | | | | | 132,434 | I CSX Corporation Executive |

| | | | |
|--------------|-------|---|---|
| Common Stock | 4,374 | I | Stock Trust (2) CSX Corporation 401(k) Plan (3) |
|--------------|-------|---|---|

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

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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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option | \$ 16.0725 | 01/11/2011 | | M ⁽¹⁾ | 19,700 | 05/07/2008 05/07/2013 | Common Stock | 19,700 |
| Option | \$ 16.0725 | 01/12/2011 | | M ⁽¹⁾ | 70,300 | 05/07/2008 05/07/2013 | Common Stock | 70,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARD MICHAEL J CSX CORPORATION 500 WATER STREET JACKSONVILLE, FL 32202 | X | | Chairman, President and CEO | |

Signatures

/s/ Mark D. Austin,
Attorney-in-Fact

01/13/2011

**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).

The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 16, 2010. The plan has been approved pursuant to the terms of the Issuer's policies and is part of the Reporting Person's strategy to diversify assets.

(1) By Trustee, CSX Corporation Executive Stock Trust.

(2) 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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