

Edgar Filing: Behring Alexandre - Form 4

Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	800	A	\$ 62.66	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value						11,700	I	CSX Corporation Directors' Stock Trust <u>(8)</u>
Common Stock, \$1.00 par value						1,871	D	

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.

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 (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 Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behring Alexandre 600 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10016	X			

Signatures

/s/ Alexandre
Behring

11/08/2010

__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).

3G Capital Partners Ltd. ("3G Capital Ltd.") is the general partner of 3G Capital Partners, L.P. ("3G Capital L.P."), which is the sole member of 3G Fund Partners, Ltd. ("3G Fund"), which is the general partner of 3G Fund (3G Fund together with 3G Capital Ltd. and 3G Capital L.P., "3G Capital"). Mr. Behring is the Managing Director of 3G Capital Ltd. and is therefore in a position to determine the

- (1) investment and voting decisions made by 3G Fund. Mr. Behring disclaims beneficial ownership of any and all securities held by 3G Fund except to the extent of his pecuniary interest in 3G Fund. This report shall not be deemed an admission that Mr. Behring is the beneficial owner of any securities held by 3G Fund for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.
- (2) 3G Fund closed out of its position in the securities of CSX Corporation through the transactions disclosed in this report.
- (4) Open market trade.
- (8) By Trustee, CSX Corporation Directors' Stock Trust.

Remarks:

Three of three filings. Footnote (3) "Block trade with J.P. Morgan Securities LLC." omitted, as it is not referenced.

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.