CSX CORP Form 4 January 20, 2017

FORM 4

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

Check this box if no longer subject to

SECURITIES Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

1(b).

(Last)

(City)

Stock

Common

Stock

Form 5

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 * Brandt Sarah Kathleen

(First) (Middle)

(Street)

(State)

500 WATER STREET

2. Issuer Name and Ticker or Trading

Symbol CSX CORP [CSX]

3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) below) SVP & CIO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

JACKSONVILLE, FL 32202

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect Beneficial (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Ownership (Month/Day/Year) Owned Direct (D) (Instr. 4) (Instr. 8) Following or Indirect Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 1,972 01/18/2017 Α A 25,844 D Stock (1) 36.88 Common 732 (2) D 01/18/2017 F 25,112 D Stock CSX Executive Common Deferred

7,846 I

> Compensation Plan (3)

Ι **CSX** 3,204

Corporation

401(k) Plan (4)

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)	4. Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5
			Code V	of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps						
	Director	10% Owner	Officer	Other			
Brandt Sarah Kathleen							

500 WATER STREET JACKSONVILLE, FL 32202

SVP & CIO

Signatures

/s/ Mark D. Austin, 01/20/2017 Attorney-in-Fact

**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) Shares awarded pursuant to the CSX 2014 2016 Long Term Incentive Plan.
- (2) Withholding of stock to satisfy tax obligation.
- (3) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- 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.

Reporting Owners 2

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Deletionshin

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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.