

SIZEMORE CAROLYN T
Form 4
January 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
SIZEMORE CAROLYN T

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)
500 WATER STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/20/2012 | | A | (A) or (D) Code V Amount Price A 32,327 \$ (1) 22.82 | 80,183 (2) | D | |
| Common Stock | 01/20/2012 | | F | 8,708 \$ (3) 22.82 | 71,475 | D | |
| Common Stock | | | | | 43,965 (4) | I | The Carolyn T. Sizemore Living Trust (5) |
| Common Stock | | | | | 49,642 (6) | I | Executive Deferred Compensation |

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On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 31,904 shares of common stock.

- (3) Withholding of stock to satisfy tax withholding obligation.
- (4) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 29,310 shares of common stock.
- (5) By Carolyn T. Sizemore, Trustee.
- (6) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 32,552 shares of common stock.
- (7) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (8) On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownership of an additional 4,459 shares of common stock.
- (9) 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.

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.