

CSX CORP  
Form 4/A  
March 25, 2015

**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**

(Last) (First) (Middle)  
**500 WATER STREET**  
  
(Street)

**JACKSONVILLE, FL 32202**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CSX CORP [CSX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/11/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/13/2015**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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				(A) or (D)	599,109	D	
Common Stock				(A) or (D)	397,303 <sup>(1)</sup>	I	CSX Corporation Executive Stock Trust <sup>(2)</sup>
Common Stock				(A) or (D)	14,308	I	CSX Corporation 401(k) Plan <sup>(3)</sup>

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

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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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(4)	03/13/2015(5)		A	12,851	(4)	(4)	Common Stock	12,851(6)

## Reporting Owners

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

## Signatures

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

03/25/2015

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) Total included in Reporting Person's Form 4, filed February 13, 2015, reduced by 12,581 shares. 12,851 units of phantom stock are included in Table II.
- (2) By Trustee, CSX Corporation Executive Stock Trust.
- (3) 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.
- (4) Each unit of phantom stock is the economic equivalent of one share of Company common stock. Units of phantom stock become payable, in cash, consistent with the Reporting Person's distribution election made at the time of deferral.

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- (5) As a result of the loss of the historical transaction details, the Reporting Person is unable to provide the date of the earliest transaction. Accordingly, the date of the last previously reported transaction was utilized.
- (6) Includes units of phantom stock credited to the Reporting Person's account as a result of the dividend reinvestment feature of the CSX Executive Deferred Compensation Plan (the "Plan").
- (7) Price of each unit of phantom stock was determined at the time of the applicable deferral pursuant to the Plan; therefore, the units have been acquired at various prices. The prices at which the units were acquired is indeterminable.

- As a result of an administrative oversight by the Company, the Reporting Person has not timely filed a Form 4 for the Reporting Person's cash deferrals under the Plan. In the Reporting Person's Form 5, filed February 9, 2015 and Form 4, filed February 13, 2015, these units of phantom stock were incorrectly included in the Reporting Person's total holdings in the CSX Executive Stock Trust. The units of phantom stock should have been reported in Table II as they were acquired pursuant to the Plan.
- (8)

- Prior to 2005, the Reporting Person elected to defer a portion of his cash compensation under the Plan. Pursuant to the Plan, the deferred cash was notionally invested in a fund that tracks the value of Company common stock. At the time of the Reporting Person's initial election and subsequent deferrals, the Company relied upon a third-party vendor to document the timing of each deferral. The Company has since stopped using such vendor. In the process of moving this responsibility to a new third-party, the information regarding the timing of deferrals was lost. Since 2005, the Reporting Person has not deferred any portion of his cash compensation into investments that could be deemed phantom stock other than as a result of dividend reinvestments under the Plan.
- (9)

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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