

CSX CORP

Form 4

March 09, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mantle Ridge LP

(Last) (First) (Middle)

900 THIRD AVENUE, 11TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V	(A)	(D)				
Purchase contract (obligation to buy)	\$ 30.79	03/07/2017	X		2,320,154		12/12/2016	12/12/2018	Common Stock	2,320,154
Purchase contract (obligation to buy)	\$ 31.21	03/07/2017	X		2,179,655		12/13/2016	12/13/2018	Common Stock	2,179,655
Purchase contract (obligation to buy)	\$ 37.14	03/07/2017	X		211,000		12/13/2016	12/13/2018	Common Stock	211,000
Purchase contract (obligation to buy)	\$ 36.95	03/07/2017	X		572,700		12/14/2016	12/14/2018	Common Stock	572,700
Purchase contract (obligation to buy)	\$ 31	03/07/2017	X		593,285		12/16/2016	12/17/2018	Common Stock	593,285
Purchase contract (obligation to buy)	\$ 31.06	03/07/2017	X		938,626		12/16/2016	12/17/2018	Common Stock	938,626
Purchase contract (obligation to buy)	\$ 37.02	03/07/2017	X		208,000		12/27/2016	12/27/2018	Common Stock	208,000
Purchase contract (obligation to buy)	\$ 36.82	03/07/2017	X		51,000		12/28/2016	12/28/2018	Common Stock	51,000
Purchase contract (obligation to buy)	\$ 36.27	03/07/2017	X		4,000,000		01/17/2017	01/17/2019	Common Stock	4,000,000
Purchase contract (obligation to buy)	\$ 37.23	03/07/2017	X		295,000		01/18/2017	01/18/2019	Common Stock	295,000

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Purchase contract (obligation to buy)	\$ 30.63	03/07/2017	X	2,246,491	02/21/2017	02/21/2019	Common Stock	2,246,491
Purchase contract (obligation to buy)	\$ 31.3	03/07/2017	X	1,077,512	02/21/2017	02/21/2019	Common Stock	1,077,512
Purchase contract (obligation to buy)	\$ 36.84	03/07/2017	X	572,000	02/21/2017	02/21/2019	Common Stock	572,000
Purchase contract (obligation to buy)	\$ 36.66	03/07/2017	X	483,000	02/22/2017	02/22/2019	Common Stock	483,000
Purchase contract (obligation to buy)	\$ 30.51	03/07/2017	X	1,606,731	03/01/2017	03/01/2019	Common Stock	1,606,731
Purchase contract (obligation to buy)	\$ 30.6	03/07/2017	X	1,103,772	03/01/2017	03/01/2019	Common Stock	1,103,772
Purchase contract (obligation to buy)	\$ 30.62	03/07/2017	X	1,592,095	03/01/2017	03/01/2019	Common Stock	1,592,095
Purchase contract (obligation to buy)	\$ 30.66	03/07/2017	X	995,816	03/01/2017	03/01/2019	Common Stock	995,816
Purchase contract (obligation to buy)	\$ 30.76	03/07/2017	X	533,726	03/01/2017	03/01/2019	Common Stock	533,726
Purchase contract (obligation to buy)	\$ 36.61	03/07/2017	X	190,717	03/03/2017	03/04/2019	Common Stock	190,717
Purchase contract (obligation to buy)	\$ 37.38	03/07/2017	X	951,576	03/06/2017	03/06/2019	Common Stock	951,576
	\$ 37.63	03/07/2017	X	1,074,036	03/06/2017	03/06/2019		1,074,036

Purchase contract (obligation to buy)									Common Stock	
Purchase contract (obligation to buy)	\$ 37.56	03/07/2017	X	510,511	03/07/2017	03/07/2019			Common Stock	51
Purchase contract (obligation to buy)	\$ 37.83	03/07/2017	X	981,688	03/07/2017	03/07/2019			Common Stock	98
Purchase contract (obligation to buy)	\$ 38.35	03/07/2017	X	2,791,487	03/07/2017	03/07/2019			Common Stock	2,7
Purchase contract (obligation to buy)	\$ 38.57	03/07/2017	X	2,488,348	03/07/2017	03/07/2019			Common Stock	2,4
Purchase contract (obligation to buy)	\$ 38.9	03/07/2017	X	3,138,792	03/07/2017	03/07/2019			Common Stock	3,1
Purchase contract (obligation to buy)	\$ 38.55	03/07/2017	X	1,154,797	03/07/2017	03/07/2019			Common Stock	1,1
Purchase contract (obligation to buy)	\$ 37.49	03/07/2017	X	1,401,152	03/07/2017	03/07/2019			Common Stock	1,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mantle Ridge LP 900 THIRD AVENUE, 11TH FLOOR NEW YORK, NY 10022	X			
MR Argent Advisor LLC 900 THIRD AVENUE, 11TH FLOOR NEW YORK, NY 10022	X			
	X			

MR Argent GP LLC
900 THIRD AVENUE, 11TH FLOOR
NEW YORK, NY 10022

Hilal Paul C
900 THIRD AVENUE, 11TH FLOOR X
NEW YORK, NY 10022

Signatures

MANTLE RIDGE LP, By: Mantle Ridge GP LLC, its managing member, By: PCH MR Advisor Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member 03/09/2017

__Signature of Reporting Person Date

MR ARGENT ADVISOR LLC, By: Mantle Ridge LP, its sole member, By: Mantle Ridge GP LLC, its managing member, By: PCH MR Advisor Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member 03/09/2017

__Signature of Reporting Person Date

MR ARGENT GP LLC, By: MR GP HoldCo LLC, its managing member, By: MR GP HoldCo MM LLC, its managing member, By: PCH MR GP Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member 03/09/2017

__Signature of Reporting Person Date

/s/ Paul C. Hilal, Paul C. Hilal 03/09/2017

__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).

In addition to Mantle Ridge LP, a Delaware limited partnership ("Mantle Ridge"), this Form 4 is being filed jointly by MR Argent Advisor LLC, a Delaware limited liability company ("MR Argent"), MR Argent GP LLC, a Delaware limited liability company ("Fund GP"), and Paul C. Hilal, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Mantle Ridge and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities"). All Subject Securities reported on this Form 4 are rounded up to the nearest whole share.

MR Argent, a wholly owned subsidiary of Mantle Ridge, advises the accounts of MR Argent Fund CE LP, a Delaware limited partnership, and MR Argent Offshore Fund AB LP, MR Argent Offshore Fund BB LP, MR Argent Offshore Fund CB 01 LP, MR Argent Offshore Fund CB 02 LP, MR Argent Offshore Fund CB 03 LP, MR Argent Offshore Fund CB 04 LP, MR Argent Offshore Fund CB 05 LP and MR Argent Offshore Fund CB 07 LP, each a Cayman Islands exempted limited partnership, and, if applicable, their subsidiaries, which are Cayman Islands exempted companies (all such funds and their subsidiaries together, the "Mantle Ridge Funds").

MR Argent, as the investment adviser to the Mantle Ridge Funds, and Mantle Ridge, as the sole member of MR Argent, each may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a 1(a) under the Securities Exchange Act of 1934. As the general partner of the Mantle Ridge Funds, Fund GP may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Paul C. Hilal's position as ultimately controlling MR Argent, Mantle Ridge and MR GP HoldCo LLC, the sole member of the Fund GP, Paul C. Hilal may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

(4) Paul C. Hilal is a member of the board of directors of the Issuer, and as a result, each of the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

Remarks:

Multiple Forms Filed, 3 of 3

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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.

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