

CSX CORP  
Form 4  
September 03, 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 \*  
RATCLIFFE DAVID M

(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)  
09/01/2015

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)
Common Stock	09/01/2015		P	V Amount 1,868 A \$ 26.84	1,868	D	
Common Stock					222,634	I	CSX Corporation Directors Deferred Compensation Plan <sup>(1)</sup>

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

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subsidiary of Parent ("Purchaser") in exchange for a cash consideration of \$1.50 per share, without interest, subject to any applicable withholding of taxes. Pursuant to the Merger Agreement, the Purchaser merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Merger").

- (2) This option was cancelled in the Merger in exchange for a cash payment equal to \$1.50 per share (without interest) minus the per share exercise price of the option. In connection with the Merger, vesting of the option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

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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