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CSX CORP Form 4 March 07, 2 FORM Check th if no lon subject to Section Form 4 Form 5 obligation may com See Insta 1(b).	2017 A 4 UNITED his box loger 16. or 50 50 51 51 50 50 50 50 50 50 50 50 50 50	MENT O rsuant to ((a) of the	Wa F CHAN Section 1 Public U	NGES IN SECUE	, D.C. 20 BENEF RITIES ne Securit ding Con	549 ICIA ies E ipany	L OV xchan	COMMISSIO VNERSHIP OI ge Act of 1934 of 1935 or Section 240	N OMB Number Expires: Estimate burden h response	January 31, 2005 ed average nours per	
(Print or Type	Responses)										
	Address of Reporting CLARENCE W	Person <u>*</u>	Symbol	er Name an ORP [CS		Tradiı	ng	5. Relationship Issuer			
(Last)	(First) (Middle)		of Earliest T	ransaction			(Ch	eck all applica	able)	
500 WATER STREET 02/22/24			-				Director 10% Owner X Officer (give title Other (specify below) below) President				
JACKSON	(Street) VILLE, FL 32202	2		endment, D onth/Day/Yea	-	l		6. Individual or Applicable Line) _X_ Form filed b Form filed by Person	y One Reporting	g Person	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Ao	cquired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned	3. Transactio Code		ies Ac posed	quired of	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	
Stock (1)	02/22/2017			А	16,792	Α	\$0	72,883	D		
Common Stock								373	I	CSX Corporation 401(k) Plan $\frac{(2)}{2}$	
Common Stock								164,274	I	Corkie T. Gooden Revocable Trust (<u>3)</u>	
								55,000	Ι		

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Common Stock							Clarence W. Gooden Irrevocable Trust <u>(4)</u>	
Common Stock				1	18,013	I	Clarence W. Gooden Second Irrevocable Frust <u>(4)</u>	
Common Stock				7	8,241	I	Clarence W. Gooden, Revocable Trust <u>(4)</u>	
Reminder: Report o		ative Securities Acq	Persoi inform require displa numbe uired, Disp	ns who respon lation contain ed to respond ys a currently er.	nd to the colle ed in this form unless the fo valid OMB co neficially Owned	n are not rm ntrol	SEC 1474 (9-02)	
1. Title of 2. Derivative Convo Security or Exe (Instr. 3) Price Deriv Secur	3. Transaction Date ersion (Month/Day/Year) ercise of ative	puts, calls, warrants 3A. Deemed Execution Date, if any (Month/Day/Year)	4.	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	er of 6. Date Exercisable and e Expiration Date s (Month/Day/Year) (A) sed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option \$43	8.39 02/22/2017		А	74,140	02/22/2020	02/22/2027	, Common Stock	74,140
Reporting	g Owners							

Reporting Owner Name / Address	Relationships						
Reporting O wher I tune / I turess	Director	10% Owner	Officer	Other			
GOODEN CLARENCE W 500 WATER STREET JACKSONVILLE, FL 32202			President				

Signatures

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

03/07/2017

**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).
- (1) Restricted stock units awarded pursuant to the CSX Corporation 2017 2019 Long-Term Incentive Plan. Although the units will be prorated through May 31, 2018, they will not vest until February 22, 2020.
- (2) By Trustee, CSX Tax Savings Thrift Plan. The number reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.

These shares are held in a Trust for the Reporting Person's spouse. The Reporting Person's spouse is the Trustee of the Trust. The(3) Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

(4) By Trustee, Clarence W. Gooden.

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.