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Behring Al	exandre										
Form 4 November	08 2010										
FOR	ЛЛ	STATES						GE CC	OMMISSION	OMB A	APPROVAL 3235-0287
Check	this box		W	ashingtor	1, D	D.C. 2054	49			Number:	January 31,
if no lo subject Section Form 4 Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,							Expires: 200 Estimated average burden hours per response 0			
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type Responses)											
1. Name and Behring A	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
(Last)	CSX CORP [CSX]						(Check all applicable)				
600 THIR FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2010					-	_X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If An	4. If Amendment, Date Original					. Individual or Jo	int/Group Fil	ing(Check
F NEW YORK, NY 10016									Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Ta	ble I - Non-	Der	rivative Se	curit		red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed 3. Date, if Transaction Code			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					V	. .	(A) or	р.	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, \$1.00 par value	11/05/2010			Code $J(1)(2)(4)$	v	Amount 900	(D) A	Price \$ 62.63	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010			J <u>(1)(2)(4)</u>		1,500	A	\$ 62.64	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010			J <u>(1)(2)(4)</u>		1,400	A	\$ 62.65	0	Ι	See Footnote <u>(1)</u>

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Common Stock, \$1.00 par value	11/05/2010	J <u>(1)(2)(4)</u>	800	A	\$ 62.66	0	Ι	See Footnote (1)
Common Stock, \$1.00 par value						11,700	I	CSX Corporation Directors' Stock Trust (8)
Common Stock, \$1.00 par value						1,871	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer	Other				
Behring Alexandre 600 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10016	х							

Signatures

**Signature of

Reporting Person

/s/ Alexandre Behring

11/08/2010

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).

3G Capital Partners Ltd. ("3G Capital Ltd.") is the general partner of 3G Capital Partners, L.P. ("3G Capital L.P."), which is the sole member of 3G Fund Partners, Ltd. ("3G Fund"), which is the general partner of 3G Fund (3G Fund together with 3G Capital Ltd. and 3G Capital L.P., "3G Capital"). Mr. Behring is the Managing Director of 3G Capital Ltd. and is therefore in a position to determine the

- (1) investment and voting decisions made by 3G Fund. Mr. Behring disclaims beneficial ownership of any and all securities held by 3G Fund except to the extent of his pecuniary interest in 3G Fund. This report shall not be deemed an admission that Mr. Behring is the beneficial owner of any securities held by 3G Fund for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.
- (2) 3G Fund closed out of its position in the securities of CSX Corporation through the transactions disclosed in this report.
- (4) Open market trade.
- (8) By Trustee, CSX Corporation Directors' Stock Trust.

Remarks:

Three of three filings. Footnote (3) "Block trade with J.P. Morgan Securities LLC." omitted, as it is not referenced.

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.