

CSX CORP

Form 4/A

December 16, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODEN CLARENCE W

(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)
09/26/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/28/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	09/26/2016		S ⁽¹⁾	10,345 D	\$ 29.44	172,796 I	Clarence W. Gooden Revocable Trust ⁽²⁾
Common Stock	09/26/2016		S ⁽¹⁾⁽³⁾	50,420 D	\$ 29.75	122,376 I	Clarence W. Gooden Revocable Trust ⁽²⁾
Common Stock						56,091 ⁽⁴⁾ D	

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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			
	Director	10% Owner	Officer	Other
GOODEN CLARENCE W 500 WATER STREET JACKSONVILLE, FL 32202			President	

Signatures

/s/ Mark D. Austin,
Attorney-in-Fact 12/16/2016

__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).
- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on
- (1) August 23, 2016. The plan has been approved pursuant to the terms of the Issuer's policies and is part of the Reporting Person's strategy to diversify assets.
 - (2) By Trustee, Clarence W. Gooden.
- The sale of these shares was inadvertently omitted from the Reporting Person's Form 4 filed on September 28, 2016. Column 5 of this
- (3) Form 4/A reflects the Reporting Person's indirect beneficial holdings through the Clarence W. Gooden Revocable Trust as of September 28, 2016.
 - (4)

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The number of shares directly held by the Reporting Person as well as the number of shares indirectly held by the Reporting Person through the Clarence W. Gooden Revocable Trust have also been updated to reflect the prior transfer of 71,863 shares from the Reporting Person's direct holdings to the Clarence W. Gooden Revocable Trust.

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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