

Eliasson Fredrik J
 Form 3
 February 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Å Eliasson Fredrik J			(Month/Day/Year)		CSX CORP [CSX]	
(Last)	(First)	(Middle)	01/23/2012		4. Relationship of Reporting Person(s) to Issuer	
500 WATER STREET					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
JACKSONVILLE, Å FL Å 32202					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & Chief Financial Officer	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	79,271 <u>(1)</u> <u>(2)</u>	D	Å

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Option	Â (3)	05/07/2013	Common Stock	6,000	\$ 5.3575	D	Â
Option	Â (3)	05/07/2013	Common Stock	6,000	\$ 5.3575	D	Â
Option	Â (4)	02/13/2012	Common Stock	6,000	\$ 6.3567	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eliasson Fredrik J 500 WATER STREET JACKSONVILLE, FL 32202	Â	Â	Â EVP & Chief Financial Officer	Â

Signatures

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

02/01/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Amount of shares beneficially owned by the Reporting Person includes 6,306 restricted stock units, of which 3,021 vest on May 4, 2012, 1,791 vest on May 4, 2013, and 1,494 vest on May 2, 2014.
- (2) Amount of shares beneficially owned by the Reporting Person includes 28,000 shares restricted stock, of which 9,600 vest on April 1, 2012, and 19,200 vest on April 1, 2013.
- (3) The options became exercisable in three installments on May 7, 2006, May 7, 2007 and May 7, 2008.
- (4) The options became exercisable in three installments on February 13, 2005, February 13, 2006 and February 13, 2007.

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.