### Edgar Filing: MCPHERSON JOHN D - Form 4

MCPHERS	SON JOHN D											
Form 4												
June 17, 20	11											
FORM	<b>4</b>		~ ~ ~ ~						~ • •	ON	1B APPF	ROVAL
	UNITED	STATES		RITIES ashingtor				COMMISSIC	ON	OMB Numbe	er:	3235-0287
Check t								Expires	s: Já	anuary 31,		
if no longer subject to Section 16. Form 4 or Form 5 Eiled pursuen				SECU	RITIES				Estima	ted aver hours p		
obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17	(a) of the F	Public U		olding Co	ompa	any Act	age Act of 1934 of 1935 or Sec 940				
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> MCPHERSON JOHN D			2. Issuer Name <b>and</b> Ticker or Trading Symbol CSX CORP [CSX]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date	of Earliest '	Transactio	n		(C	леск	an appn	icable)	
500 WATER STREET			(Month/Day/Year) 06/15/2011					XDirector10% Owner Officer (give titleOther (specify below)				
				nendment, I onth/Day/Ye	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting							
								Person				
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Sec	curities A	cquired, Dispose	d of,	or Bene	ficially (	Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day/		Date, if Transaction(A) or Dispo Code (Instr. 3, 4 an y/Year) (Instr. 8)			spose	ed of (D)	BeneficiallyFoOwnedDiFollowingorReported(I)		nership m: ect (D) ndirect tr. 4)	7. Natur Indirect Owners (Instr. 4	Beneficial hip	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	X		CSX Corpo	ration
Common Stock	06/15/2011			A <u>(1)</u>	770	A	\$ 24.32	45,002 <u>(2)</u>	Ι		Direct Deferr	ors ed ensation
Common Stock								753 <u>(4)</u>	D			

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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#### 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 Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title Amoun Underly Securiti (Instr. 3	t of ving les	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	′ (A) (D)	Date Exercisable	Expiration Date	o Title M o	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
	Director	10% Owner	Officer	Other					
MCPHERSON JOHN D 500 WATER STREET JACKSONVILLE, FL 32202	Х								
Signatures									
/s/ Mark D. Austin, Attorney-in-Fact		06/17/201	1						
<u>**</u> Signature of Reporting Person		Date							
Explanation of Responses:									

## n oi nesponses.

\* 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).

- Exempt payment of director's fees and/or annual retainer in the form of CSX Common Stock pursuant to the 2010 CSX Stock and (1) Incentive Award Plan.
- On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownship of an additional (2)30,001 shares of common stock.
- (3) By Trustee, CSX Directors Deferred Compensation Plan.
- On June 15, 2011, the common stock of CSX Corporation split 3-for-1, resulting in the reporting person's ownship of an additional 502 (4) shares of common stock.

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.