

Behring Alexandre
Form 4
November 08, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Behring Alexandre

(Last) (First) (Middle)

600 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CSX CORP [CSX]

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$1.00 par value	11/04/2010		J(1)(2)(3)		20,512,854	D	\$ 62 0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010		J(1)(2)(4)		1,454,709	A	\$ 62.04 0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010		J(1)(2)(4)		541,329	A	\$ 62.05 0	I	See Footnote (1)

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Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	51,336	A	\$ 62.06	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	30,591	A	\$ 62.07	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	25,752	A	\$ 62.08	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	25,590	A	\$ 62.09	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	25,025	A	\$ 62.1	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	27,494	A	\$ 62.11	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	37,260	A	\$ 62.12	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	39,224	A	\$ 62.13	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	17,900	A	\$ 62.14	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	8,466	A	\$ 62.15	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	11,542	A	\$ 62.16	0	I	See Footnote (1)
	11/05/2010	<u>J(1)(2)(4)</u>	7,342	A		0	I	

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Common Stock, \$1.00 par value					\$ 62.17			See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	12,000	A	\$ 62.18	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	6,426	A	\$ 62.19	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	10,919	A	\$ 62.2	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	18,757	A	\$ 62.21	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	13,278	A	\$ 62.22	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	7,400	A	\$ 62.23	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	18,300	A	\$ 62.24	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	32,330	A	\$ 62.25	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	47,100	A	\$ 62.26	0	I	See Footnote <u>(1)</u>
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	42,400	A	\$ 62.27	0	I	See Footnote <u>(1)</u>
	11/05/2010	<u>J(1)(2)(4)</u>	4,667	A		0	I	

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Common Stock, \$1.00 par value					\$ 62.28			See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	2,900	A	\$ 62.29	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	8,615	A	\$ 62.3	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	10,800	A	\$ 62.31	0	I	See Footnote (1)
Common Stock, \$1.00 par value	11/05/2010	<u>J(1)(2)(4)</u>	16,300	A	\$ 62.32	0	I	See Footnote (1)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Equity Swap	<u>(5)</u> <u>(6)</u>	05/11/2010		<u>J(2)</u>	1 <u>(5)</u> <u>(6)</u>	<u>(5)(6)</u>	<u>(5)(6)</u>	See Footnote <u>(7)</u>	3,280,000	<u>(5)</u> <u>(6)</u>

Reporting Owners

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

Signatures

/s/ Alexandre Behring	11/08/2010
**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).

- 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.
 - (3) Block trade with J.P. Morgan Securities LLC.
 - (4) Open market trade.
- As previously disclosed, 3G Fund entered into a swap agreement ("TRS") with Citibank N.A. ("Citi") that references shares of the issuer, pursuant to which Citi has agreed to pay 3G Fund an amount equal to any increase in the price of the reference shares above a reference price plus any dividends and 3G Fund has agreed to pay Citi an amount equal to (i) any decrease in the price of the reference shares below a reference price and (ii) the federal funds rate plus a spread, for an aggregate of 3,280,000 notional shares with initial reference price of \$54.7995 on periodic payment dates for the term of the TRS. The TRS has an indeterminate termination date and may be terminated by 3G Fund at any time.
- (5) Under the TRS, all balances must be cash settled and 3G Capital will not acquire any voting or similar rights, or dispositive power over referenced shares. On November 5, 2010, as part of closing out its position in the securities of CSX Corporation, 3G Capital closed the TRS with Citi at a price of \$62.0298.
 - (6) Common Stock, \$1.00 par value.
 - (7)

Remarks:

One of three filings.

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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