

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mantle Ridge LP</u>  (Last) (First) (Middle) <u>900 THIRD AVENUE, 11 TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CSX CORP [ CSX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/06/2019		A		2,426 <sup>(1)</sup>	A	\$68.09	38,057,209	I	See footnotes <sup>(2)(3)(4)(5)(6)</sup>
Common Stock								106	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Mantle Ridge LP</u>  (Last) (First) (Middle) <u>900 THIRD AVENUE, 11 TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">MR Argent Advisor LLC</a>		
(Last)	(First)	(Middle)
900 THIRD AVENUE, 11TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)		
(State)		(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MR Argent GP LLC</a>		
(Last)	(First)	(Middle)
900 THIRD AVENUE, 11TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)		
(State)		(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Hilal Paul C</a>		
(Last)	(First)	(Middle)
900 THIRD AVENUE, 11TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)		
(State)		(Zip)

**Explanation of Responses:**

- Exempt payment of director's fees and/or annual retainer in the form of CSX Common Stock pursuant to the 2010 CSX Stock and Incentive Award Plan.
- In addition to Mantle Ridge LP, a Delaware limited partnership ("Mantle Ridge"), this Form 4 is being filed jointly by MR Argent Advisor LLC, a Delaware limited liability company ("MR Argent"), MR Argent GP LLC, a Delaware limited liability company ("Fund GP"), and Paul C. Hilal, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Mantle Ridge and may be deemed to have a pecuniary interest in the securities reported on this Form 4 (the "Subject Securities").
- Seven shares of CSX Corporation (the "Issuer") are held by a wholly owned and wholly controlled special purpose subsidiary of Mantle Ridge.
- MR Argent, a wholly owned subsidiary of Mantle Ridge, advises the accounts of MR Argent Fund CE LP, a Delaware limited partnership, and MR Argent Offshore Fund AB LP, MR Argent Offshore Fund BB LP, MR Argent Offshore Fund CB 01 LP, MR Argent Offshore Fund CB 02 LP, MR Argent Offshore Fund CB 03 LP, MR Argent Offshore Fund CB 04 LP, MR Argent Offshore Fund CB 05 LP and MR Argent Offshore Fund CB 07 LP, each a Cayman Islands exempted limited partnership, and, if applicable, their subsidiaries, which are Cayman Islands exempted companies (all such funds and their subsidiaries together, the "Mantle Ridge Funds")
- MR Argent, as the investment adviser to the Mantle Ridge Funds, and Mantle Ridge, as the sole member of MR Argent, each may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. As the general partner of the Mantle Ridge Funds, Fund GP may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Paul C. Hilal's position as ultimately controlling MR Argent, Mantle Ridge and MR GP HoldCo LLC, the sole member of the Fund GP, Paul C. Hilal may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
- Paul C. Hilal is a member of the board of directors of the Issuer, and as a result, each of the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

[MANTLE RIDGE LP By: Mantle Ridge GP LLC, its managing member By: PCH MR Advisor Holdings LLC, 02/08/2019 its managing member By: /s/ Paul C. Hilal Paul C. Hilal, Sole Member](#)

[MR ARGENT ADVISOR LLC By: Mantle Ridge LP, its sole member By: Mantle Ridge GP LLC, its managing member By: PCH MR Advisor Holdings LLC, its managing member By: /s/ Paul C. Hilal Paul C. Hilal, Sole Member](#)

MR ARGENT GP LLC By:  
MR GP HoldCo LLC, its  
managing member By: MR GP  
HoldCo MM LLC, its  
managing member By: PCH 02/08/2019  
MR GP Holdings LLC, its  
managing member By: /s/ Paul  
C. Hilal Paul C. Hilal, Sole  
Member  
/s/ Paul C. Hilal Paul C. Hilal 02/08/2019  
\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**