

CSX CORP  
Form FWP  
April 16, 2015

Filed Pursuant to Rule 433  
Registration Statement No. 333-186715

**CSX Corporation**

**PRICING TERM SHEET**

**April 16, 2015**

**\$600,000,000 3.950% Notes due 2050 (the Notes )**

<b>Issuer:</b>	CSX Corporation
<b>Ratings*:</b>	Baa1 / BBB+
<b>Security:</b>	3.950% Notes due 2050
<b>Size:</b>	\$600,000,000
<b>Maturity Date:</b>	May 1, 2050
<b>Coupon:</b>	3.950%
<b>Interest Payment Dates:</b>	May 1 and November 1, commencing November 1, 2015
<b>Price to Public:</b>	99.098%
<b>Benchmark Treasury:</b>	3.000% due November 15, 2044
<b>Benchmark Treasury Yield:</b>	2.548%
<b>Spread to Benchmark Treasury:</b>	+ 145 bps
<b>Yield:</b>	3.998%
<b>Make-Whole Call:</b>	T + 25 bps
<b>Par Call:</b>	Within 6 months prior to the maturity date
<b>Expected Settlement Date:</b>	April 21, 2015 (T+3)
<b>CUSIP / ISIN:</b>	126408 HC0 / US126408HC00
<b>Joint Book-Running Managers:</b>	Credit Suisse Securities (USA) LLC  Morgan Stanley & Co. LLC  UBS Securities LLC
<b>Senior Co-Managers:</b>	J.P. Morgan Securities LLC  Citigroup Global Markets Inc.  Mizuho Securities USA Inc.
<b>Co-Managers:</b>	Mitsubishi UFJ Securities (USA), Inc.  PNC Capital Markets LLC  The Williams Capital Group, L.P.



**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037, Morgan Stanley & Co. LLC toll free at 1-866-718-1649 or UBS Securities LLC toll free at 1-888-827-7275.**