CSX CORP
Form FWP
October 15, 2015
Filed Pursuant to Rule 433
Registration No. 333-186715

CSX Corporation

PRICING TERM SHEET

October 15, 2015

$600,000,000 3.350% Notes due 2025 (the Notes)

Issuer:	CSX Corporation
Ratings*:	Baa1 / BBB+
Security:	3.350% Notes due 2025
Size:	$600,000,000
Maturity Date:	November 1, 2025
Coupon:	3.350%
Interest Payment Dates:	May 1 and November 1, commencing May 1, 2016
Price to Public:	99.763%
Benchmark Treasury:	2.000% due August 15, 2025
Benchmark Treasury Yield:	2.028%
Spread to Benchmark Treasury:	+ 135 bps
Yield:	3.378%
Make-Whole Call:	T + 20 bps
Par Call:	Within three months prior to the maturity date
Expected Settlement Date:	October 20, 2015 (T+3)
CUSIP / ISIN:	126408 HD8 / US126408HD82
Joint Book-Running Managers:	Citigroup Global Markets Inc.
	J.P. Morgan Securities LLC
	Morgan Stanley & Co. LLC
Senior Co-Managers:	Credit Suisse Securities (USA) LLC
	Mizuho Securities USA Inc.

	UBS Securities LLC
Co-Managers:	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. 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 Citigroup Global Markets Inc. toll free at 1-800-831-9146, J.P. Morgan Securities LLC collect at 1-212-834-4533 or Morgan Stanley & Co. LLC toll free at 1-866-718-1649.