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)

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

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[*]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 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.