

CSX CORP
Form FWP
October 13, 2016

**Filed Pursuant to Rule 433
Registration No. 333-209541**

CSX Corporation

PRICING TERM SHEET

October 13, 2016

\$700,000,000 2.600% Notes due 2026 (the 2026 Notes)

\$800,000,000 3.800% Notes due 2046 (the 2046 Notes)

\$700,000,000 4.250% Notes due 2066 (the 2066 Notes)

Issuer:	CSX Corporation
Ratings*:	Baa1 / BBB+
Security:	2026 Notes: 2.600% Notes due 2026 2046 Notes: 3.800% Notes due 2046 2066 Notes: 4.250% Notes due 2066
Size:	2026 Notes: \$700,000,000 2046 Notes: \$800,000,000 2066 Notes: \$700,000,000
Maturity Dates:	2026 Notes: November 1, 2026 2046 Notes: November 1, 2046 2066 Notes: November 1, 2066
Coupon:	2026 Notes: 2.600% 2046 Notes: 3.800% 2066 Notes: 4.250%
Interest Payment Dates:	May 1 and November 1, commencing May 1, 2017
Price to Public:	2026 Notes: 99.596%

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2046 Notes: 99.431%

2066 Notes: 99.751%

Benchmark Treasury:

2026 Notes: 1.500% due August 15, 2026

2046 Notes: 2.500% due May 15, 2046

2066 Notes: 2.500% due May 15, 2046

**Benchmark Treasury
Yield:**

2026 Notes: 1.746%

2046 Notes: 2.482%

2066 Notes: 2.482%

**Spread to Benchmark
Treasury:**

2026 Notes: + 90 bps

2046 Notes: + 135 bps

2066 Notes: + 178 bps

Yield:	2026 Notes: 2.646%
	2046 Notes: 3.832%
	2066 Notes: 4.262%
Make-Whole Call:	2026 Notes: T + 15 bps
	2046 Notes: T + 20 bps
	2066 Notes: T + 30 bps
Par Call:	2026 Notes: Within three months prior to the maturity date
	2046 Notes: Within six months prior to the maturity date
	2066 Notes: Within six months prior to the maturity date
Expected Settlement Date:	October 18, 2016 (T+3)
CUSIP / ISIN:	2026 Notes: 126408 HE6 / US126408HE65
	2046 Notes: 126408 HF3 / US126408HF31
	2066 Notes: 126408 HG1 / US126408HG14
Joint Book-Running Managers:	Citigroup Global Markets Inc.
	Credit Suisse Securities (USA) LLC
	J.P. Morgan Securities LLC
	UBS Securities LLC
	Mizuho Securities USA Inc.
	Morgan Stanley & Co. LLC
Senior Co-Manager:	MUFG Securities Americas Inc.
Co-Managers:	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.**

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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, Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037, J.P. Morgan Securities LLC collect at 1-212-834-4533 or UBS Securities LLC toll free at 1-888-827-7275.

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