

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 )**

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

<b>Yield:</b>	2026 Notes: 2.646%
	2046 Notes: 3.832%
	2066 Notes: 4.262%
<b>Make-Whole Call:</b>	2026 Notes: T + 15 bps
	2046 Notes: T + 20 bps
	2066 Notes: T + 30 bps
<b>Par Call:</b>	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
<b>Expected Settlement Date:</b>	October 18, 2016 (T+3)
<b>CUSIP / ISIN:</b>	2026 Notes: 126408 HE6 / US126408HE65
	2046 Notes: 126408 HF3 / US126408HF31
	2066 Notes: 126408 HG1 / US126408HG14
<b>Joint Book-Running Managers:</b>	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
<b>Senior Co-Manager:</b>	MUFG Securities Americas Inc.
<b>Co-Managers:</b>	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](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 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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