

CSX CORP  
Form FWP  
October 18, 2010

**Final Term Sheet**

Dated October 18, 2010

Filed Pursuant to Rule 433

Registration Statement No. 333-164978

**CSX CORPORATION**  
**PRICING TERM SHEETS**

**3.700% Notes due 2020**

**Issuer:** CSX Corporation  
**Security:** 3.700% Notes due 2020  
**Size:** \$500,000,000  
**Maturity Date:** October 30, 2020  
**Coupon:** 3.700%  
**Interest Payment Dates:** April 30 and October 30, commencing April 30, 2011  
**Price to Public:** 99.949%  
**Benchmark Treasury:** 2.625% due August, 2020  
**Benchmark Treasury Yield:** 2.506%  
**Spread to Benchmark Treasury:** +120 bps  
**Yield:** 3.706%  
**Make-Whole Call:** T +20 bps  
**Par Call:** Within three months prior to the maturity date  
**Expected Settlement Date:** October 21, 2010  
**CUSIP:** 126408 GT4  
**Anticipated Ratings:** Baa3 (Stable) by Moody's Investors Service, Inc.

BBB- (Positive) by Standard & Poor's Rating Services

BBB- (Positive) by Fitch Ratings Ltd.

**Joint Book-Running Managers:** J.P. Morgan Securities LLC

Morgan Stanley & Co. Incorporated

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**Lead Co-Manager:**

Credit Suisse Securities (USA) LLC

**Senior Co-Managers:**

Barclays Capital Inc.

Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

**Co-Managers:**

UBS Securities LLC

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

Scotia Capital (USA) Inc.

**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 J.P. Morgan Securities LLC collect at 1-212-834-4533, Morgan Stanley & Co. Incorporated toll free at 1-866-718-1649 or Credit Suisse Securities (USA) LLC toll free at 1-800-221-1037.

**5.500% Notes due 2041**

<b>Issuer:</b>	CSX Corporation
<b>Security:</b>	5.500% Notes due 2041
<b>Size:</b>	\$300,000,000
<b>Maturity Date:</b>	April 15, 2041
<b>Coupon:</b>	5.500%
<b>Interest Payment Dates:</b>	April 15 and October 15, commencing April 15, 2011
<b>Price to Public:</b>	98.951%
<b>Benchmark Treasury:</b>	4.375% due May, 2040
<b>Benchmark Treasury Yield:</b>	3.947%
<b>Spread to Benchmark Treasury:</b>	+162.5 bps
<b>Yield:</b>	5.572%
<b>Make-Whole Call:</b>	T +25 bps
<b>Par Call:</b>	Within six months prior to the maturity date
<b>Expected Settlement Date:</b>	October 21, 2010
<b>CUSIP:</b>	126408 GU1
<b>Anticipated Ratings:</b>	Baa3 (Stable) by Moody's Investors Service, Inc.
	BBB- (Positive) by Standard & Poor's Rating Services
	BBB- (Positive) by Fitch Ratings Ltd.
<b>Joint Book-Running Managers:</b>	J.P. Morgan Securities LLC
	Morgan Stanley & Co. Incorporated
<b>Lead Co-Manager:</b>	Credit Suisse Securities (USA) LLC
<b>Senior Co-Managers:</b>	Barclays Capital Inc.
	Citigroup Global Markets Inc.

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UBS Securities LLC

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