

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 144**  
**NOTICE OF PROPOSED SALE OF SECURITIES**  
**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print)		CSX Corporation Inc		(b) IRS IDENT. NO.	62-1051971	(c) S.E.C. FILE NO.		
1 (d) ADDRESS OF ISSUER		STREET		CITY		STATE		ZIP CODE
500 Water Street 15th Floor		Jacksonville		FL		32202		
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		Nathan Goldman		(b) RELATIONSHIP TO ISSUER	500 Water Street		JACKSONVILLE FL 32202	
				Executive Officer	15th Floor			

**INSTRUCTION:** *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY		(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange
		Broker-Dealer File Number						
Common	Goldman Sachs Co, LLC 200 West Street, New York, NY 10282			12000	\$1,233,842. 4	759.50MM	4/22/21	Nasdaq

**INSTRUCTIONS:**

- (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
(e) Issuer's telephone number, including area code
- (a) Name of person for whose account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code
- (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	4/5/16 1/17/18	Restricted Stock Vesting	CSX Corporation	12000	4/5/16 1/17/18	Restricted Stock Investing

#### INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

### TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

#### REMARKS:

#### INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

4/22/21

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10b5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

(SIGNATURE)

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

## RULE 144 REPRESENTATION LETTER FOR AFFILIATES

Goldman Sachs & Co. LLC  
200 West Street  
New York, NY 10282

Ladies & Gentlemen:

The undersigned proposes to sell and/or pledge as collateral 12000 shares (the "Shares") of the Common (the "Securities") of CSX Corporation (the "Company") through or to Goldman Sachs & Co. LLC. In this connection, the undersigned delivers to you herewith a signed copy of a Notice of Proposed Sale of Securities Pursuant to Rule 144 (Form 144) relating to such Shares, confirms to you that the statements made therein are true and complete and represents to and agrees with you that:


1. The undersigned does not know or have any reason to believe that the Company has not complied with the reporting requirements referred to in Rule 144(c)(1).
2. At the time of any sale of Shares for the account of the undersigned, the aggregate of the Shares and of the other Securities (or securities convertible into or exchangeable for Securities) whose sales are required by paragraph (a)(2) and paragraph (e)(3) of Rule 144 to be aggregated with sales of Shares by or for the undersigned during the preceding three months will not exceed the greater of (i) 1% of the outstanding Securities as shown by the most recent report or statement published by the Company, or (ii) the average reported weekly volume of trading in the Securities during the four calendar weeks preceding the filing of the Form 144, or if no such Form 144 is required to be filed, the date of receipt of the order to execute the transaction.
3. The undersigned has not solicited or arranged for the solicitation of, and will not solicit or arrange for the solicitation of, orders to buy Securities in anticipation of or in connection with any proposed sale of the Shares.
4. The undersigned has not made, and will not make, any payment in connection with the offering or sale of the Shares to any person other than Goldman Sachs & Co. LLC.

5. Concurrently with the placing with Goldman Sachs & Co. LLC of an order to sell the Shares, the undersigned will transmit to the Securities and Exchange Commission, Washington, D.C. 20549, three signed copies of the Notice of Proposed Sale of Securities pursuant to Rule 144 (Form 144) delivered to you herewith, and if the Company's Securities are admitted to trading on any national securities exchange, the undersigned will transmit one signed copy of such notice to the principal exchange on which such securities are admitted to trading.
6. In the case this letter is being executed in connection with the pledge of the Shares in connection with a margin loan or otherwise, (a) except as disclosed in Schedule A hereto, the undersigned has not pledged any other Securities (or securities convertible into or exchangeable for Securities), (b) none of the Shares pledged as collateral are subject to any contractual restriction on resale, (c) except as otherwise agreed with you in writing, all proceeds from the sale of any Shares will be used to reduce any debt to you and (d) without your prior written consent, the undersigned will not make any sale or other disposition of Securities (or securities convertible into or exchangeable for Securities) other than upon foreclosure.
7. The undersigned will notify you immediately in the event that any of the above statements become inaccurate during any period in which the undersigned has the Shares (i) subject to a loan from or for some other reason pledged to Goldman Sachs & Co. LLC or (ii) held in an account for the undersigned by Goldman Sachs & Co. LLC.

Very truly yours,

GOLDMAN, N & D JTWROS  
BRKG

\_\_\_\_\_  
Title of Account

  
\_\_\_\_\_  
Signature

4/22/21

\_\_\_\_\_  
Date