

Ingram Tony L  
Form 4  
May 07, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ingram Tony L

(Last) (First) (Middle)

CSX CORPORATION, 500 WATER STREET, 15TH FLOOR

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CSX CORP [CSX]

3. Date of Earliest Transaction (Month/Day/Year)  
05/05/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP & COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock <sup>(1)</sup>	05/05/2009		A	13,731 A \$ 31.28	13,731	D	
Common Stock					144,169	I	Trustee, Executive Deferred Compensation Plan <sup>(2)</sup>
Common Stock					179,870	I	The Tony L. Ingram Living Trust <sup>(3)</sup>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5), 10. Date of Report (Instr. 5), 11. Transaction (Instr. 5), 12. Date of Transaction (Instr. 5), 13. Date of Acquisition (Instr. 5), 14. Date of Disposition (Instr. 5), 15. Date of Exercise (Instr. 5), 16. Date of Conversion (Instr. 5), 17. Date of Maturity (Instr. 5), 18. Date of Redemption (Instr. 5), 19. Date of Termination (Instr. 5), 20. Date of Cancellation (Instr. 5), 21. Date of Surrender (Instr. 5), 22. Date of Withdrawal (Instr. 5), 23. Date of Release (Instr. 5), 24. Date of Rescission (Instr. 5), 25. Date of Revocation (Instr. 5), 26. Date of Repeal (Instr. 5), 27. Date of Repeal of Amendment (Instr. 5), 28. Date of Repeal of Amendment to Amendment (Instr. 5), 29. Date of Repeal of Amendment to Amendment to Amendment (Instr. 5), 30. Date of Repeal of Amendment to Amendment to Amendment to Amendment (Instr. 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Ingram Tony L, CSX CORPORATION, 500 WATER STREET, 15TH FLOOR, JACKSONVILLE, FL 32202, Executive VP & COO.

Signatures

Table with columns: Signature (Tony L. Ingram by Nathan D. Goldman, Attorney-in-Fact), Date (05/07/2009).

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1) Restricted stock units awarded pursuant to the shareholder-approved CSX Omnibus Incentive Plan. The units vest on May 5, 2012.
(2) By Trustee, CSX Corporation Executive Deferred Compensation Plan
(3) By Tony L. Ingram, Trustee

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 number.