CSX CORP
Form 4
February 16, 2006

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 *
FITZSIMMONS ELLEN M

(Last) (First) (Middle)

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)
02/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President - Law

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2006		M		10,000 (1)	A	$ 38.14	46,798	D	
Common Stock	02/15/2006		S		10,000	D	$ 54	36,798	D	
Common Stock								16,748	I	The Ellen M. Fitzsimmons Living Trust (2)
Common Stock								3,319.0318	I	CSX Corporation Executives

											Stock Trust (3)
Common Stock								1,534.4508	I		CSX Corporation 401(k) Plan (4)

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)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	$ 51.4375							07/16/1997	04/25/2006	Common Stock	2,000
Common Stock	$ 46.5625							07/16/1997	04/17/2007	Common Stock	1,334
Common Stock	$ 41.7813							05/11/1999	12/14/2008	Common Stock	1,334
Common Stock	$ 44.8125							04/27/2004	04/27/2009	Common Stock	6,000
Common Stock	$ 25.2813							02/09/2005	02/09/2010	Common Stock	6,450
Common Stock	$ 39.595							05/17/2005	05/17/2011	Common Stock	27,667
Common Stock	$ 38.14	02/15/2006		M		10,000		02/13/2006	02/13/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

FITZSIMMONS ELLEN M
500 WATER STREET
15TH FLOOR
JACKSONVILLE, FL 32202

Senior Vice President - Law

Signatures

Ellen M. Fitzsimmons 02/16/2006

**Signature of Reporting Person Date

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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 27, 2006.

(2) By Ellen M. Fitzsimmons, Trustee.

(3) By Trustee, CSX Corporation Executives Stock Trust.

(4) By Trustee, CSX Corporation Tax Savings Thrift Plan.

(5) Shares will vest when CSX Corporation stock price reaches $61.5625 and maintains price for 10 days or on April 16, 2006, whichever should first occur.

(6) Shares in the amount of 1,333 will vest when CSX Corporation stock price reaches $51.7813 and maintains price for 10 days or on December 13, 2007, whichever should first occur. Balance of shares will vest when CSX Corporation stock price reaches $61.7813 and maintains price for 10 days or on December 13, 2007, whichever should first occur.

(7) Shares will vest of May 17, 2006.

(8) Shares in the amount of 10,000 vested on February 13, 2006. Balance of shares will vest on February 13, 2007.

(9) Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan referenced in Note 1.

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