

CSX CORP

Form 4

November 06, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARD MICHAEL J**

(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)  
**11/04/2008**

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)

Chairman, President &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/04/2008                              |                                                             | S                                    | Amount<br>(1)<br>406,204<br>D                                           | \$<br>46.57<br>0                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/04/2008                              |                                                             | S                                    | Amount<br>(1)<br>125,716<br>D                                           | \$<br>46.57<br>0                                                                                                   | I                                                                       | By wife                                                           |
| Common<br>Stock                       | 11/05/2008                              |                                                             | M                                    | Amount<br>(1)<br>250,000<br>A                                           | \$<br>16.07<br>250,000                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/05/2008                              |                                                             | S                                    | Amount<br>(1)<br>250,000<br>D                                           | \$<br>46.24<br>0                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 4,189 (2)                                                                                                          | I                                                                       | CSX<br>Corporation<br>401(k) Plan                                 |

Common  
Stock132,434 <sup>(3)</sup> ICSX  
Corporation  
Executives  
Stock Trust

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

**Persons who 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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Underlying<br>Security |
| Employee<br>Stock Option<br>(Right-to-Buy)          | \$ 16.07                                                              | 11/05/2008                              |                                                             | M                                       |                                                                                                           | 250,000                                                        |     | 05/07/2007                                                     | 05/07/2013         | Common<br>Stock | 2,000,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                           |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                   | Other |
| WARD MICHAEL J<br>CSX CORPORATION<br>500 WATER STREET, 15TH FLOOR<br>JACKSONVILLE, FL 32202 | X             |           | Chairman, President & CEO |       |

## Signatures

Michael J. Ward by Nathan D. Goldman,  
attorney-in-fact

11/06/2008

\_\_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) Substantially all of the net, after tax proceeds are to be used to satisfy obligations under a proposed domestic relations agreement.

(2) By Trustee, CSX Corporation Savings Thrift Plan. Reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.

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(3) By Trustee, CSX Executives Stock Trust.

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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