

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
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ISSUER

CSX CORP

CIK: **277948** | IRS No.: **621051971** | State of Incorporation: **VA** | Fiscal Year End: **1226**
SIC: **4011** Railroads, line-haul operating

Mailing Address
*500 WATER STREET
15TH FLOOR
JACKSONVILLE FL 32202*

Business Address
*500 WATER STREET
15TH FLOOR
JACKSONVILLE FL 32202
9043593200*

REPORTING OWNER

FITZSIMMONS ELLEN M

CIK: **1203249**
Type: **4** | Act: **34** | File No.: **001-08022** | Film No.: **09545491**

Mailing Address
*CSX CORPORATION
500 WATER STREET, 15TH
FLOOR
JACKSONVILLE FL 32202*

Business Address
904-359-7611

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person FITZSIMMONS ELLEN M			2. Issuer Name and Ticker or Trading Symbol CSX CORP [CSX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President - Law		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
500 WATER STREET, 15TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) JACKSONVILLE, FL 32202								
(City)	(State)	(Zip)						

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	01/22/2009		A		54,547 ⁽¹⁾	A	\$29.09	122,580	D	
Common Stock	01/22/2009		F		16,495 ⁽²⁾	D	\$29.09	106,085	D	
Common Stock								77,805	I	The Ellen M. Fitzsimmons Living Trust ⁽³⁾
Common Stock								6,638	I	CSX Corporation Executives Stock Trust ⁽⁴⁾
Common Stock								3,174	I	CSX Corporation 401(k) Plan ⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Number
of
Shares

Explanation of Responses:

- 1. Shares awarded pursuant to CSX 2006-2008 Long Term Incentive Plan ("LTIP").
- 2. Withholding of stock to satisfy tax obligation.
- 3. By Ellen M. Fitzsimmons, Trustee.
- 4. By Trustee, CSX Corporation Executives Stock Trust.
- 5. By Trustee, CSX Corporation Tax 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.

Signatures

Ellen M. Fitzsimmons by Nathan D. Goldman, Attorney in Fact
 ** Signature of Reporting Person

01/26/2009
 Date

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

* 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).

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

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 Number.