

# 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

#### **SIZEMORE CAROLYN T**

CIK: **1203265**  
Type: **4** | Act: **34** | File No.: **001-08022** | Film No.: **09545498**

Mailing Address  
*CSX CORPORATION  
901 E. CARY STREET  
RICHMOND VA 23219*

# 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

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 <b>SIZEMORE CAROLYN T</b>			2. Issuer Name and Ticker or Trading Symbol <b>CSX CORP [CSX]</b>			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) <b>VP and Controller</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/22/2009</b>					
CSX CORPORATION, 500 WATER STREET C729			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) <b>JACKSONVILLE, FL 32202</b>								
(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		9,918 <sup>(1)</sup>	A	\$29.09	9,918	D	
Common Stock	01/22/2009		F		2,727 <sup>(2)</sup>	D	\$29.09	7,191	D	
Common Stock								3,375	I	The Carolyn T. Sizemore Living Trust <sup>(3)</sup>
Common Stock								15,541	I	Trustee, Executive Deferred Compensation Plan <sup>(4)</sup>
Common Stock								2,150	I	CSX Corporation 401(k) Plan <sup>(5)</sup>

**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)
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																				Amount or Number of Shares
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title										

**Explanation of Responses:**

- 1. Shares awarded pursuant to CSX 2006-2008 Long Term Incentive Plan ("LTIP").
- 2. Withholding of stock to satisfy tax withholding obligation.
- 3. By Carolyn T. Sizemore, Trustee
- 4. By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- 5. 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.

**Signatures**

Carolyn T. Sizemore by Nathan D. Goldman, Attorney-in-Fact

01/26/2009

\*\* Signature of Reporting Person

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.**