

# 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

#### **GOODEN CLARENCE W**

CIK: **1278541**  
Type: **4** | Act: **34** | File No.: **001-08022** | Film No.: **09545501**

Business Address  
*CSX CORP  
500 WATER ST J120  
JACKSONVILLE FL 32202  
9043591000*

# 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 <b>GOODEN CLARENCE W</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>EVP and CCO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/22/2009</b>					
500 WATER STREET, 15TH FLOOR			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)								
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		81,820 <sup>(1)</sup>	A	\$29.09	246,763	D	
Common Stock	01/22/2009		F		26,419 <sup>(2)</sup>	D	\$29.09	220,344	D	
Common Stock								36,471	I	Trustee, Executive Deferred Compensation Plan <sup>(3)</sup>
Common Stock								105	I	CSX Corporation 401(k) Plan <sup>(4)</sup>
Common Stock								54,758	I	Corkie T. Gooden Irrevocable Trust <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)	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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				(Instr. 3, 4, and 5)					
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or 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 withholding obligation.
3. By Trustee, CSX Corporation Executive Deferred Compensation Plan.
4. By Trustee, CSX Tax Savings Thrift Plan. The number reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.
5. These shares are held in a Trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

**Signatures**

Clarence W. Gooden 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.**