CSX CORP Form 4 September 19, 2006

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5

obligations

if no longer

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CSX CORP [CSX]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_ Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

CSX CORPORATION, 500 WATER 09/15/2006

(Street)

(Middle)

below)

STREET, 15TH FLOOR

Chairman, President & CEO 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32202

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Acqu	ired, Disposed of	, or Beneficia	ally 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)	Cransaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	09/15/2006		M	25,000 (1)	A	\$ 16.0725	263,164	D	
Common Stock	09/15/2006		S	25,000	D	\$ 32.65	238,164	D	
Common Stock							125,696	I	By wife
Common Stock							4,109.062	I	401(k) (2)
Common Stock							132,434.504	I	Executives Stock Trust (3)

Executive Common Deferred 3,611,256 Ι Stock Compensation Plan (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transact Code (Instr. 8)	5. Number of tiorDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock	\$ 16.0725	09/15/2006		M	25,000	05/07/2006(5)	05/07/2013	Common Stock	25,0

# **Reporting Owners**

JACKSONVILLE, FL 32202

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARD MICHAEL J							
CSX CORPORATION	X		Chairman, President & CEO				
500 WATER STREET, 15TH FLOOR	Λ		Chairman, Fresident & CLO				

## **Signatures**

Option

Michael J. Ward by Nathan D. Goldman, 09/19/2006 attorney-in-fact

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

Reporting Owners 2

### Edgar Filing: CSX CORP - Form 4

- (2) By Trustee, CSX 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.
- (3) By Trustee, CSX Executives Stock Trust.
- (4) By Trustee, CSX Executive Deferred Compensation Plan.
- (5) 800,000 options granted 05/07/2003 one-third vesting on 05/07/2006, one-third vesting on 5/7/2007 and one-third vesting on 5/7/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.