

CSX CORP  
Form 4  
March 17, 2006

**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 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

(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)  
**03/15/2006**

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 & 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 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                    | 03/15/2006                           |  | M                              | 21,600 (1) A \$ 51.4375   | 140,682   | D  |   |
| Common Stock                    | 03/15/2006                           |  | S                              | 21,600 D \$ 57.15   | 119,082   | D  |   |
| Common Stock                    |                                      |  |                                |   | 62,858  | I  | By wife   |
| Common Stock                    |                                      |  |                                |   | 2,045.9298  | I  | 401(k) (4)  |
| Common Stock                    |                                      |  |                                |   | 66,217  | I  | Executives Stock Trust (3)                            |

|                 |            |   |  |
|-----------------|------------|---|--|
| Common<br>Stock | 1,798.0686 | I | Executive<br>Deferred<br>Compensation<br>Plan <sup>(2)</sup> |
|-----------------|------------|---|--|

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

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(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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Employee<br>Stock<br>Option                         | \$ 51.4375   | 03/15/2006                              |   | M                                    | 21,600   | 04/25/2005<br>04/26/2006                                       | Common<br>Stock   | 21,600                              |

## 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 Juan M. Diaz,  
attorney-in-fact

03/15/2006

\_\_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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading program adopted by the reporting person on February 6, 2006.

## Edgar Filing: CSX CORP - Form 4

- (2) By Trustee, CSX Executive Deferred Compensation Plan.
- (3) By Trustee, CSX Executives Stock Trust.
- (4) By Trustee, CSX Tax Savings Thrift Plan.

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.