CSX CORP Form 4 January 29, 2008

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SIZEMORE CAROLYN T Issuer Symbol CSX CORP [CSX] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify CSX CORPORATION, 500 WATER 01/25/2008 below) STREET C729 VP and Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

JACKSONVILLE, FL 32202

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secı	ırities Ac	quired, Disposed	l of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed and s	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/25/2008		A	16,923 (1)	A	\$ 45.45	16,923	D	
Common Stock	01/25/2008		F	4,598 (2)	D	\$ 45.45	12,325	D	
Common Stock	01/25/2008		S	12,325 (3)	D	\$ 46.92	0	D	
Common Stock							3,375 <u>(4)</u>	I	The Carolyn T. Sizemore Living Trust
Common Stock							15,289 (5)	I	Trustee, Executive

Edgar Filing: CSX CORP - Form 4

Deferred Compensation

Plan

Common Stock

2,113

Ι

CSX Corporation 401(k) Plan (6)

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security	Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	
	Security		

5. TransactionNumber Code of

7. Title and 6. Date Exercisable and **Expiration Date** Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Nu

Deriv

Secu

Bene Own

Follo

Repo

Trans

(Insti

(Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Date Exercisable

Expiration Title Number Date

Amount or of

Code V (A) (D)

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Officer Director 10% Owner

Other

SIZEMORE CAROLYN T **CSX CORPORATION** 500 WATER STREET C729 JACKSONVILLE, FL 32202

VP and Controller

Signatures

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

01/29/2008

**Signature of Reporting Person

Date

Reporting Owners 2 Edgar Filing: CSX CORP - Form 4

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) Shares awarded pursuant to CSX 2006-2007 Long Term Incentive Plan ("LTIP").
- (2) Withholding of stock to satisfy tax withholding obligation.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 24, 2008.
- (4) By Carolyn T. Sizemore, Trustee
- (5) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (6) 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.

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.