

CSX CORP
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
FITZSIMMONS ELLEN M

(Last) (First) (Middle)

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)
02/15/2006

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)

Senior Vice President - Law

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/15/2006 | | M | (A) Amount 10,000 (1) | \$ 38.14 | 46,798 | D |
| Common Stock | 02/15/2006 | | S | 10,000 | \$ 54 | 36,798 | D |
| Common Stock | | | | | | 16,748 | I |
| Common Stock | | | | | | 3,319.0318 | I |
| | | | | | | | The Ellen M. Fitzsimmons Living Trust (2) |
| | | | | | | | CSX Corporation Executives |

| | | | |
|-----------------|------------|---|--|
| Common Stock | 1,534.4508 | I | Stock Trust (3) CSX Corporation 401(k) Plan (4) |
|-----------------|------------|---|--|

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

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SEC 1474
(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. 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | | | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------------------|-----------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Common Stock | \$ 51.4375 | | | | | | | 07/16/1997 | 04/25/2006 | Common Stock | 2,000 |
| Common Stock | \$ 46.5625 | | | | | | | 07/16/1997 | 04/17/2007 | Common Stock | 1,334 |
| Common Stock | \$ 41.7813 | | | | | | | 05/11/1999 | 12/14/2008 | Common Stock | 1,334 |
| Common Stock | \$ 44.8125 | | | | | | | 04/27/2004 | 04/27/2009 | Common Stock | 6,000 |
| Common Stock | \$ 25.2813 | | | | | | | 02/09/2005 | 02/09/2010 | Common Stock | 6,450 |
| Common Stock | \$ 39.595 | | | | | | | 05/17/2005 | 05/17/2011 | Common Stock | 27,667 |
| Common Stock | \$ 38.14 | 02/15/2006 | | M | | 10,000 | | 02/13/2006 | 02/13/2012 | Common Stock | 10,000 |

Reporting Owners

| | |
|---------------------------------------|----------------------|
| Reporting Owner Name / Address | Relationships |
|---------------------------------------|----------------------|

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Director 10% Owner Officer Other

FITZSIMMONS ELLEN M
500 WATER STREET
15TH FLOOR
JACKSONVILLE, FL 32202

Senior Vice President - Law

Signatures

Ellen M.
Fitzsimmons 02/16/2006

**Signature of Date
Reporting Person

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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 27, 2006.
- (2) By Ellen M. Fitzsimmons, Trustee.
- (3) By Trustee, CSX Corporation Executives Stock Trust.
- (4) By Trustee, CSX Corporation Tax Savings Thrift Plan.
- (5) Shares will vest when CSX Corporation stock price reaches \$61.5625 and maintains price for 10 days or on April 16, 2006, whichever should first occur.
- (6) Shares in the amount of 1,333 will vest when CSX Corporation stock price reaches \$51.7813 and maintains price for 10 days or on December 13, 2007, whichever should first occur. Balance of shares will vest when CSX Corporation stock price reaches \$61.7813 and maintains price for 10 days or on December 13, 2007, whichever should first occur.
- (7) Shares will vest of May 17, 2006.
- (8) Shares in the amount of 10,000 vested on February 13, 2006. Balance of shares will vest on February 13, 2007.
- (9) Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan referenced in Note 1.

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.