

CSX CORP
Form S-8 POS
July 27, 2009

As filed with the Securities and Exchange Commission on July 27, 2009

Registration No. 2-86697

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CSX CORPORATION
(Exact Name of Registrant as Specified in Its Charter)**

**Virginia
(State or Other Jurisdiction of
Incorporation or Organization)**

**62-1051971
(I.R.S. Employer
Identification No.)**

**500 Water Street, 15th Floor, Jacksonville, Florida
(Address of Principal Executive Offices)**

**32202
(Zip Code)**

**Texas Gas Thrift Plan
(Full Title of the Plan)
Ellen M. Fitzsimmons, Esq.
Senior Vice President-Law
General Counsel and Corporate Secretary
CSX Corporation
500 Water Street
Jacksonville, Florida 32202
(Name and Address of Agent for Service)**

**904-359-7611
(Telephone Number, Including Area Code, of Agent for Service)**

**Copies to:
Steven Kaplan, Esq.
Arnold & Porter LLP
555 Twelfth Street, NW
Washington, DC 20004
(202) 942-5998**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

Pursuant to a Registration Statement on Form S-8 (File No. 2-86697) under the Securities Act of 1933, as amended, CSX Corporation (the Corporation) registered for sale to eligible employees pursuant to the Texas Gas Thrift Plan (the Plan) shares of the Corporation s Common Stock and interests of participation in the plan. The Plan has terminated. Accordingly, all of the securities registered for sale under the Plan that remain unsold are hereby deregistered pursuant to the Corporation s undertakings in the Registration Statement identified above.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on July 25, 2009.

CSX CORPORATION

Date: July 25, 2009

By: /s/ Carolyn T. Sizemore
Carolyn T. Sizemore, Vice President and
Controller (Duly Authorized
Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 has been signed by the following persons in the capacities indicated on July 24, 2009.

| Signature | Title |
|---------------------------|--|
| * Michael J. Ward | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) |
| * Oscar Munoz | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| * Carolyn T. Sizemore | Vice President and Controller (Principal Accounting Officer) |
| * Alexandre Behring | Director |
| * John B. Breaux | Director |
| * Steven T. Halverson | Director |
| * Edward J. Kelly, III | Director |
| * | Director |

Gilbert Lamphere

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| Signature | Title |
|--------------------|----------|
| * | Director |
| John D. McPherson | |
| * | Director |
| Timothy O Toole | |
| * | Director |
| David M. Ratcliffe | |
| * | Director |
| Donald J. Shepard | |

*By: /s/ Ellen M. Fitzsimmons
Ellen M. Fitzsimmons
Attorney-in-fact

INDEX OF EXHIBITS

24.1 Powers of Attorney (filed herewith)