

CSX CORP  
Form 4  
September 19, 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 \*  
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)  
09/15/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 09/15/2006                           |  | M                              | 5,332 (1) A \$ 20.8907  | 78,928  | D  |   |
| Common Stock                    | 09/15/2006                           |  | S                              | 5,332 D \$ 32.65  | 73,596  | D  |   |
| Common Stock                    |                                      |  |                                |   | 33,496  | I  | The Ellen M. Fitzsimmons Living Trust (2)             |
| Common Stock                    |                                      |  |                                |   | 6,638.06  | I  | CSX Corporation Executives                            |

|                 |           |   |  |
|-----------------|-----------|---|--|
| Common<br>Stock | 3,085.559 | I | Stock Trust<br>(3)<br><br>CSX<br>Corporation<br>401(k) Plan<br>(4) |
|-----------------|-----------|---|--|

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 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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Common Stock                               | \$ 20.8907   | 09/15/2006                           |  | M                              | 2,666  | 02/01/2006 <sup>(5)</sup> 12/14/2008                     | Common Stock 2,666  |
| Common Stock                               | \$ 20.8907   | 09/15/2006                           |  | M                              | 2,666  | 04/18/2006 <sup>(6)</sup> 12/14/2008                     | Common Stock 2,666  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships   |
|---|---|
| FITZSIMMONS ELLEN M<br>500 WATER STREET<br>15TH FLOOR<br>JACKSONVILLE, FL 32202 | Director 10% Owner Officer Other<br><br>Senior Vice President - Law |

## Signatures

Ellen M. Fitzsimmons by Nathan D. Goldman, Attorney in Fact 09/19/2006

\_\_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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, 2006.
- (2) By Ellen M. Fitzsimmons, Trustee.
- (3) By Trustee, CSX Corporation Executives Stock Trust .
- (4) By Trustee, CSX Corporation 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.
- (5) Options were exercisable on Feb. 1, 2006 when price-related exercisability thresholds were met pursuant to the 1987 Long-Term Performance Stock Plan.
- (6) Options were exercisable on April 18, 2006 when price-related exercisability thresholds were met pursuant to the 1987 Long-Term Performance Stock 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.