

FITZSIMMONS ELLEN M
Form 4
February 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
01/30/2006

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 (A) or (D) Price | | |
| Common Stock | 01/30/2006 | | M | | 2,000 A \$ 51.4375 | D | |
| Common Stock | 01/30/2006 | | S | | 2,000 D \$ 54.1209 | D | |
| Common Stock | 01/30/2006 | | M | | 1,334 A \$ 46.5625 | D | |
| Common Stock | 01/30/2006 | | S | | 1,334 D \$ 54.1209 | D | |
| Common Stock | 01/30/2006 | | M | | 1,334 A \$ 41.7813 | D | |

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| | | | | | | | | |
|--------------|------------|-------------------------|--------|---|------------|------------|---|---|
| Common Stock | 01/30/2006 | S | 1,334 | D | \$ 54.1209 | 53,546 | D | |
| Common Stock | 01/30/2006 | M | 6,000 | A | \$ 44.8125 | 59,546 | D | |
| Common Stock | 01/30/2006 | S | 6,000 | D | \$ 54.1209 | 53,546 | D | |
| Common Stock | 01/30/2006 | M | 6,450 | A | \$ 25.2813 | 59,996 | D | |
| Common Stock | 01/30/2006 | S | 6,450 | D | \$ 54.1209 | 53,546 | D | |
| Common Stock | 01/30/2006 | M | 27,667 | A | \$ 39.595 | 81,213 | D | |
| Common Stock | 01/30/2006 | S | 27,667 | D | \$ 54.1209 | 53,546 | D | |
| Common Stock | 01/30/2006 | M | 10,000 | A | \$ 38.14 | 63,546 | D | |
| Common Stock | 01/30/2006 | S | 10,000 | D | \$ 54.1209 | 53,546 | D | |
| Common Stock | 01/31/2006 | <u>J</u> ⁽¹⁾ | 16,748 | D | <u>(1)</u> | 36,798 | D | |
| Common Stock | 01/31/2006 | <u>J</u> ⁽¹⁾ | 16,748 | A | <u>(1)</u> | 16,748 | I | The Ellen M. Fitzsimmons Living Trust ⁽²⁾ |
| Common Stock | | | | | | 3,319.0318 | I | CSX Corporation Executives Stock Trust ⁽³⁾ |
| Common Stock | | | | | | 1,534.4508 | I | 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)

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- (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.
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
- (6) 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 will vest on February 13, 2006. Balance of shares will vest on February 13, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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