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.)

32202

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

(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	Accelerated filer o	Non-accelerated filer o	Smaller reporting
filer þ		(Do not check if a smaller reporting	company o
		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.

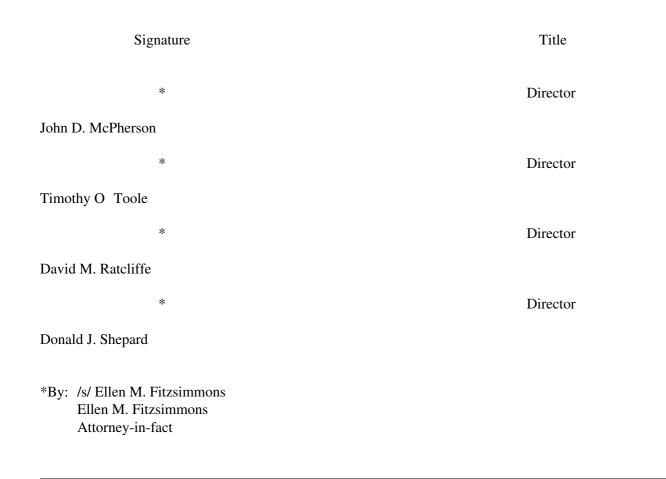
CSX CORPORATION

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

Gilbert Lamphere



INDEX OF EXHIBITS

24.1 Powers of Attorney (filed herewith)