

HOHN CHRISTOPHER
Form 4
January 02, 2009

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 *
HOHN CHRISTOPHER

(Last) (First) (Middle)

**C/O THE CHILDREN'S INVESTMENT FUND, MANAGEMENT (UK) LLP
7 CLIFFORD STREET**

(Street)

LONDON, X0 W1S 2WE

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CSX CORP [CSX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2008

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)
See Remarks

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 or Price		
Common Stock, \$1.00 par value (?Common Stock?)	12/31/2008		X/K ⁽¹⁾		\$ 28,410,100	A	See footnote <u>(2)</u>
					\$ 43.48		
Common Stock	12/31/2008		J/K ⁽¹⁾		\$ 28,410,100	D	See footnote <u>(2)</u>
					\$ 32.47		
	12/31/2008		X/K ⁽³⁾		10,000	A	
					\$ 17,807,148		

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Common Stock						\$ 43.26			See footnote (2)
Common Stock	12/31/2008		J/K ⁽³⁾	10,000	D	\$ 32.47 (3)	17,797,148	I	See footnote (2)
Common Stock	12/31/2008		X/K ⁽³⁾	17,974,900	A	\$ 42.63	35,772,048	I	See footnote (2)
Common Stock	12/31/2008		J/K ⁽³⁾	17,974,900	D	\$ 32.47 (3)	17,797,148	I	See footnote (2)

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Equity Swap (obligation to buy)	\$ 32.47	12/31/2008		X/K	1	01/14/2008 01/02/2009	Common Stock	28,410,100	
Equity Swap (obligation to buy)	\$ 32.47	12/31/2008		X/K	1	01/23/2008 12/31/2008	Common Stock	10,000	
Equity Swap (obligation to buy)	\$ 32.47	12/31/2008		X/K	1	01/28/2008 12/31/2008	Common Stock	17,974,900	
	\$ 32.47	12/31/2008		J/K ⁽⁴⁾	1	12/31/2008 07/31/2009		17,984,900	

Equity
Swap
(obligation
to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOHN CHRISTOPHER C/O THE CHILDREN'S INVESTMENT FUND MANAGEMENT (UK) LLP 7 CLIFFORD STREET LONDON, X0 W1S 2WE	X			See Remarks
Childrens Investment Fund Management (UK) LLP 7 CLIFFORD STREET LONDON, X0 W1S 2WE				See Remarks
CHILDREN'S INVESTMENT FUND MANAGEMENT (CAYMAN) LTD. PO BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GEORGE TOWN GRAND CAYMAN, E9 BWI				See Remarks
CHILDREN'S INVESTMENT MASTER FUND PO BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GEORGE TOWN GRAND CAYMAN, E9 BWI				See Remarks

Signatures

/s/ Christopher Hohn		01/02/2009
__ Signature of Reporting Person		Date
/s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner		01/02/2009
__ Signature of Reporting Person		Date
/s/ The Children's Investment Fund Management (Cayman) Ltd., by David de Rosa, Director		01/02/2009
__ Signature of Reporting Person		Date
/s/ The Children's Investment Master Fund, by David de Rosa, Director		01/02/2009
__ 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).

The equity swap was settled pursuant to its terms based on the volume weighted average price of the Common Stock of the Issuer over the forty six consecutive trading days ending on the Transaction Date. The price pursuant to Rule 16b-6(c)(2) is set forth in Column 4 of (1) Table I and Column 2 of Table II. The settlement of the equity swap and the reported purchase of Common Stock in connection therewith are exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16b-6(b) thereunder.

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- The Children's Investment Fund Management (Cayman) Ltd., a Cayman Islands exempted company ("TCIF") and The Children's Investment Fund Management (UK) LLP, an English limited liability partnership ("TCIF UK") serve as management companies for The Children's Investment Master Fund, a Cayman Islands exempted company (the "TCI Fund"). Christopher Hohn is the managing partner of TCIF UK and the 100% owner of TCIF, and therefore is in a position to determine the investment and voting decisions made by the TCI Fund. The Reporting Persons disclaim beneficial ownership of any and all securities reported herein in excess of their respective pecuniary interest therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose. Mr. Hohn is a director of the Issuer.
- (2) The equity swap was settled pursuant to its terms based on the closing sale price of the Common Stock of the Issuer on the Transaction Date. The price pursuant to Rule 16b-6(c)(2) is set forth in Column 4 of Table I and Column 2 of Table II. The settlement of the equity swap and the reported purchase of Common Stock in connection therewith are exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) thereunder.
- (3) Cash-settled equity swap.
- (4)

Remarks:

TCIF UK, TCIF and the TCI Fund may be deemed to be directors by deputization by virtue of the fact that Mr. Hohn, the managing partner of TCIF UK and the 100% owner of TCIF, serves on the board of directors of the Issuer.

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.