

HOHN CHRISTOPHER
Form 4
April 23, 2009

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 *
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)
04/22/2009

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 | (A) or (D) | Price |
| Common Stock, \$1.00 par value (Common Stock) | 04/22/2009 | | S | | 6,542,259 | D | \$ 28.38 (1) |
| Common Stock | 04/22/2009 | | S | | 4,295,690 | D | \$ 29.52 (3) |
| | | | | | | | 5,150 (4) |
| | | | | | | | |

Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 | 04/23/2009 |
| **Signature of Reporting Person | Date |
| /s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner | 04/23/2009 |
| **Signature of Reporting Person | Date |
| /s/ The Children's Investment Fund Management (Cayman) Ltd., by David de Rosa, Director | 04/23/2009 |
| **Signature of Reporting Person | Date |
| /s/ The Children's Investment Master Fund, by David de Rosa, Director | 04/23/2009 |
| **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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$29.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3) of this Form 4.
- 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.005 to \$29.82, inclusive.
- (3) Shares of Common Stock previously reported as an exempt payment pursuant to Rule 16b-3 to Mr. Hohn of director's fees and/or annual retainer in the form of Common Stock of the Issuer pursuant to the CSX Corporation Stock Plan for Directors. Such shares of Common Stock are held directly by Mr. Hohn for the benefit of the TCI Fund.
- (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.