

HOHN CHRISTOPHER
Form 4
May 14, 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)
05/12/2009

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)	05/12/2009		X/K ⁽¹⁾		2,000,000	A	\$ 32.47
							2,000,000
							I
							See footnote (2)
Common Stock	05/12/2009		J/K ⁽¹⁾		2,000,000	D	\$ 28 (1)
							0
							I
							See footnote (2)
	05/13/2009		X/K ⁽¹⁾		1,984,900	A	1,984,900
							I

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Common Stock					\$ 32.47			See footnote (2)	
Common Stock	05/13/2009		J/K ⁽¹⁾	1,984,900	D	\$ 27.04	0	I	See footnote (2)
Common Stock							5,549 ⁽³⁾	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Equity Swap (obligation to buy)	\$ 28	05/12/2009		X/K	<u>1</u> (1)	12/31/2008 07/31/2009	Common Stock	2,000,000	
Equity Swap (obligation to buy)	\$ 27.04	05/13/2009		X/K	<u>1</u> (1)	12/31/2008 07/31/2009	Common Stock	1,984,900	

Reporting Owners

Reporting Owner Name / Address

Relationships

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

Director 10% Owner Officer Other
X See Remarks

LONDON, X0 W1S 2WE

Childrens Investment Fund Management (UK) LLP
C/O THE CHILDREN'S INVESTMENT FUND
MANAGEMENT (UK) LLP, 7 CLIFFORD STREET
LONDON, X0 W1S 2WE

See Remarks

CHILDREN'S INVESTMENT FUND MANAGEMENT (CAYMAN)
LTD.
C/O THE CHILDREN'S INVESTMENT FUND
MANAGEMENT (UK) LLP, 7 CLIFFORD STREET
LONDON, X0 W1S 2WE

See Remarks

CHILDREN'S INVESTMENT MASTER FUND
C/O THE CHILDREN'S INVESTMENT FUND
MANAGEMENT (UK) LLP, 7 CLIFFORD STREET
LONDON, X0 W1S 2WE

See Remarks

Signatures

/s/ Christopher Hohn	05/14/2009
**Signature of Reporting Person	Date
/s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner	05/14/2009
**Signature of Reporting Person	Date
/s/ The Children's Investment Fund Management (Cayman) Ltd., by David DeRosa, Director	05/14/2009
**Signature of Reporting Person	Date
/s/ The Children's Investment Master Fund, by David DeRosa, Director	05/14/2009
**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) A portion of the equity swap was settled on May 12, 2009 pursuant to its terms based on the volume weighted average price of the Common Stock of the Issuer on the Transaction Date. The remainder of the equity swap was settled on May 13, 2009 pursuant to its terms based on the volume weighted average 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16b-6(b) thereunder.
- (2) 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 previously was a director of the Issuer.
- (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.

Remarks:

Mr. Hohn previously served on the board of directors of the Issuer. TCIF UK, TCIF and the TCI Fund may have been deemed

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by deputization by virtue of the fact that Mr. Hohn, the managing partner of TCIF UK and the 100% owner of TCIF, served 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.

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