

FITZSIMMONS ELLEN M
Form 4
February 01, 2006

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 *
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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Common Stock	\$ 51.4375	01/30/2006		M		2,000	07/16/1997 04/25/2006	Common Stock	2,000
Common Stock	\$ 46.5625	01/30/2006		M		1,334	07/16/1997 04/17/2007	Common Stock	1,334
Common Stock	\$ 41.7813	01/30/2006		M		1,334	05/11/1999 12/14/2008	Common Stock	1,334
Common Stock	\$ 44.8125	01/30/2006		M		6,000	04/27/2004 04/27/2009	Common Stock	6,000
Common Stock	\$ 25.2813	01/30/2006		M		6,450	02/09/2005 02/09/2010	Common Stock	6,450
Common Stock	\$ 39.595	01/30/2006		M		27,667	05/17/2005 05/17/2011	Common Stock	27,667
Common Stock	\$ 38.14	01/30/2006		M		10,000	02/13/2005 02/13/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZSIMMONS ELLEN M 500 WATER STREET 15TH FLOOR JACKSONVILLE, FL 32202			Senior Vice President - Law	

Signatures

Ellen M.
Fitzsimmons 02/01/2006

**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) Transfer of shares to The Ellen M. Fitzsimmons Living Trust.

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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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