

CSX CORP  
Form S-8 POS  
November 15, 2002

As filed with the Securities and Exchange Commission on November 15, 2002

Registration No. 33-41736

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CSX CORPORATION**

(Exact name of registrant as specified in its charter)

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Commonwealth of Virginia  
(State or other jurisdiction  
of incorporation or organization)

62-1051971  
(I.R.S. Employer  
Identification No.)

ONE JAMES CENTER  
901 EAST CARY STREET  
RICHMOND, VIRGINIA 23219  
(Address, including zip code, of registrant's Principal Executive Offices)

CSX CORPORATION 1991 EMPLOYEES STOCK PURCHASE AND  
DIVIDEND REINVESTMENT PLAN  
(Full title of the plan)

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STEPHEN R. LARSON, ESQ.  
VICE PRESIDENT-GENERAL COUNSEL  
AND CORPORATE SECRETARY  
CSX CORPORATION  
ONE JAMES CENTER  
901 EAST CARY STREET  
RICHMOND, VIRGINIA 23219  
(804) 783-1400  
(Name, address and telephone number,  
including area code, of agent for service)

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Pursuant to Registration Statement No. 33-41736 on Form S-8, CSX Corporation, a Virginia corporation (the Company), registered 1,000,000 shares of the Company's Common Stock, par value \$1.00 per share (including the related rights to purchase the Company's Series B Preferred Stock Plan Common Stock), as well as an indeterminate number of interests (the Plan Interests) to be offered and sold pursuant to the CSX Corporation 1991 Employees Stock Purchase and Dividend Reinvestment Plan (the Plan).

The Company hereby de-registers all unsold shares of Plan Common Stock as well as all unsold Plan Interests.

### Item 8. Exhibits

<u>Exhibit</u>	<u>Description</u>
24.1	Power of Attorney of Certain Officers and Directors of CSX Corporation

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<sup>1</sup> Adjusted to reflect a 2-for-1 stock split effective December 21, 1995.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on November 15, 2002.

CSX CORPORATION

By: /s/ DAVID A. BOOR

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David A. Boor  
Vice President and  
Treasurer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed below by the following persons in the capacities indicated on November 15, 2002.

<u>Signature</u>	<u>Title</u>
/s/ JOHN W. SNOW* _____ John W. Snow	Chairman, Chief Executive Officer and Director (Principal Executive Officer)
/s/ MICHAEL J. WARD* _____ Michael J. Ward	President and Director
/s/ PAUL R. GOODWIN* _____ Paul R. Goodwin	Vice Chairman and Chief Financial Officer (Principal Financial Officer)
/s/ CAROLYN T. SIZEMORE* _____ Carolyn T. Sizemore	Vice President and Controller (Principal Accounting Officer)
/s/ ELIZABETH E. BAILEY* _____ Elizabeth E. Bailey	Director
/s/ ROBERT L. BURRUS, JR.* _____ Robert L. Burrus, Jr.	Director

/s/ BRUCE C. GOTTWALD\* Director

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Bruce C. Gottwald

/s/ JOHN R. HALL\* Director

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John R. Hall

/s/ EDWARD J. KELLY, III\* Director

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Edward J. Kelly, III

/s/ ROBERT D. KUNISCH\* Director

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Robert D. Kunisch

/s/ JAMES W. MCGLOTHLIN\* Director

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James W. McGlothlin

/s/ SOUTHWOOD J. MORCOTT\* Director

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Southwood J. Morcott

/s/ CHARLES E. RICE\* Director

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Charles E. Rice

/s/ WILLIAM C. RICHARDSON\* Director

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William C. Richardson

/s/ FRANK S. ROYAL\* Director

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Frank S. Royal

By: /s/ DAVID A. BOOR

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David A. Boor  
Attorney-in-Fact

The Plan.

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on November 15, 2002

CSX CORPORATION 1991  
EMPLOYEES  
STOCK PURCHASE AND DIVIDEND  
REINVESTMENT PLAN

By: CSX CORPORATION, AS PLAN  
SPONSOR\*

By:           /s/ DAVID A. BOOR          

David A. Boor  
Vice President and  
Treasurer

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
24.1	Power of Attorney of Certain Officers and Directors of CSX Corporation