

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 WATER STREET, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President - Law

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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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