

CSX CORP
Form 8-K
September 19, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 15, 2008

CSX CORPORATION
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

1-8022
(Commission File No.)

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

500 Water Street, 15th Floor, Jacksonville, FL 32202
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(904) 359-3200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.02. Departure of Directors; Election of Directors

On September 15, 2008, Dr. William C. Richardson and Dr. Frank S. Royal tendered their resignations as directors of CSX Corporation, effective in each case upon the consent of Messrs. Timothy O'Toole and Christopher Hohn, respectively, to be elected to the board of directors. On September 16, 2008, the board of directors elected Messrs. O'Toole and Hohn to the board of directors, effective in each case conditionally upon their consent to so serve as required under Section 13.1-675E of the Virginia Stock Corporation Act, for a term expiring upon the effectiveness of the election of directors by shareholders at the CSX Corporation 2008 annual meeting of shareholders.

Item 9.01. Exhibits.

- (d) Exhibits required to be filed by Item 601 of Regulation S-K.

Exhibit

No.	Description
99.1	Resignation Letter of Dr. William C. Richardson
99.2	Resignation Letter of Dr. Frank S. Royal
99.3	Press Release

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CSX CORPORATION

By: /s/ Ellen M. Fitzsimmons
Name: Ellen M. Fitzsimmons
Title: Senior Vice President -
Law and Public Affairs,
General Counsel and
Corporate Secretary

Date: September 19, 2008