

HOHN CHRISTOPHER

Form 3

September 29, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â HOHN CHRISTOPHER

(Last) (First) (Middle)

C/O THE CHILDREN'S
INVESTMENT FUND
MGMT,Â 7 CLIFFORD ST

(Street)

LONDON,Â X0Â W1S 2WE

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/22/2008

3. Issuer Name **and** Ticker or Trading Symbol
CSX CORP [CSX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner☐ Officer ☒ Other

(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$1.00 par value

17,796,998

I

See footnote (1)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Equity Swap (obligation to buy)	01/09/2008	05/16/2011	Common Stock, \$1.00 par value	1,000	\$ 44.3	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/09/2008	12/16/2008	Common Stock, \$1.00 par value	1,000	\$ 44.23	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/14/2008	01/02/2009	Common Stock, \$1.00 par value	28,410,100	\$ 43.48	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/23/2008	01/22/2018	Common Stock, \$1.00 par value	1,000	\$ 44.14	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/23/2008	01/28/2015	Common Stock, \$1.00 par value	1,000	\$ 44.1	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/23/2008	12/31/2008	Common Stock, \$1.00 par value	10,000	\$ 43.26	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/24/2008	01/25/2010	Common Stock, \$1.00 par value	1,000	\$ 44.48	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	01/28/2008	12/31/2008	Common Stock, \$1.00 par value	17,974,900	\$ 42.63	I	See footnote <u>(1)</u>
Equity Swap (obligation to buy)	02/06/2008	02/27/2009	Common Stock, \$1.00 par value	1,000	\$ 44.33	I	See footnote <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOHN CHRISTOPHER C/O THE CHILDREN'S INVESTMENT FUND MGMT 7 CLIFFORD ST LONDON, X0 W1S 2WE	Â X	Â	Â	See Remarks
Childrens Investment Fund Management (UK) LLP 7 CLIFFORD STREET LONDON, X0 W1S 2WE	Â	Â	Â	See Remarks
CHILDREN'S INVESTMENT FUND MANAGEMENT (CAYMAN) LTD. PO BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GEORGE TOWN GRAND CAYMAN, E9 BWI	Â	Â	Â	See Remarks
CHILDREN'S INVESTMENT MASTER FUND PO BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GEORGE TOWN GRAND CAYMAN, E9 BWI	Â	Â	Â	See Remarks

Signatures

/s/ Christopher Hohn		09/29/2008
	**Signature of Reporting Person	Date
/s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner		09/29/2008
	**Signature of Reporting Person	Date
/s/ The Children's Investment Fund Management (Cayman) Ltd., by David de Rosa, Director		09/29/2008
	**Signature of Reporting Person	Date
/s/ The Children's Investment Master Fund, by David de Rosa, Director		09/29/2008
	**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 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 is a director of the Issuer.

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Remarks:

TCIF UK, TCIF and the TCI Fund may be deemed to be directors by deputization by virtue of Â a managing partner of TCIF UK and the 100% owner of TCIF, serves on the board of directors Â

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.