CSX CORP Form 4 October 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GOODEN CLARENCE W | | | ouer Name and Ticker or Trading ol CORP [CSX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---|---|---|---|--|--|--|
| (Last) | (First) | (Middle) 3. Date | e of Earliest Transaction | (Chech an apphearie) | | | |
| 4216 POINTE LA VISTA ROAD WEST | | | h/Day/Year) 0/2005 | Director 10% Owner Officer (give title Other (specify below) EVP and CCO | | | |
| | (Street) | 4. If A | mendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| JACKSONVILLE, FL 32207-6248 | | | Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) Ta | able I - Non-Derivative Securities Acq | uired, 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | 5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) | | | |
| Common Stock | | | | 900 D | | | |

| 1.11110 01 | 2. Hansaction Date | | <i>J</i> . | | | quircu (A) | J. Amount of | 0. | 7. Ivaluic of |
|-----------------|--------------------|--------------------|------------------------------|--------------|------------------|---------------|--|--|--------------------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactiomr Disposed of (D) | | | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 | and 5 | 5) | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) Code V | Amount | (A) or (D) | Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | | | | | | | 900 | D | |
| Common Stock | | | | | | | 17,000 (1) | D | |
| Common Stock | 09/29/2005 | | M(2) | 22,843 | A | \$ 25.2813 | 40,743 | D (3) | |
| Common Stock | 09/29/2005 | | S(2) | 22,843 | D | \$ 45.5 | 17,900 | D | |
| Common Stock | | | | | | | 35.6818 | I | Executive Stock Trust |

Edgar Filing: CSX CORP - Form 4

| Common Stock | 50.9764 | I | 401(k) (5) |
|-----------------|---------|---|---|
| Common Stock | 17,429 | I | Corkie T. Gooden Irrevocable Trust (4) |
| | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

| 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. Transactic Code (Instr. 8) | orDeriva Securi Acqui | rities ired (A) sposed of . 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|---|---|--|-----------------------------|-----------------------------------|--|--------------------|--|---------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amor Or Num of S |
| Employee Stock Option-option to buy | \$ 51.4375 | | | | | | <u>(7)</u> | 04/24/2006 | Common Stock | 9,0 |
| Employee Stock Option-option to buy | \$ 46.5625 | | | | | | <u>(8)</u> | 04/16/2007 | Common Stock | 22, |
| Employee Stock Option-option to buy | \$ 41.7813 | | | | | | <u>(9)</u> | 12/13/2008 | Common Stock | 8,3 |
| Employee Stock Option-option to buy | \$ 44.8125 | | | | | | (10) | 04/26/2009 | Common Stock | 12, |
| Employee Stock Option-option to buy | \$ 39.595 | | | | | | <u>(11)</u> | 05/16/2011 | Common Stock | 41. |

Edgar Filing: CSX CORP - Form 4

| Employee Stock Option-option to buy | \$ 38.14 | | | | (12) | 02/12/2012 | Common Stock | 30, |
|--|------------|------------|---|--------|------------|------------|-----------------|-----|
| Employee Stock Option-option to buy | \$ 32.145 | | | | (13) | 05/06/2013 | Common Stock | 30, |
| Employee Stock Option-option to buy | \$ 25.2813 | 09/29/2005 | М | 22,843 | 02/09/2005 | 02/08/2010 | Common Stock | 22, |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|--------------------------------|----------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODEN CLARENCE W | | | | |

4216 POINTE LA VISTA ROAD WEST JACKSONVILLE, FL 32207-6248

EVP and CCO

Signatures

Clarence W. Gooden by Gordon F. Bailey, Attorney-in-Fact

10/03/2005

**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) Owned pursuant to a restricted stock award on October 4, 2002; restrictions lapse October 4, 2007.
- (2) Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan.
- (3) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2005.
 - These shares are held in a Trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust.
- (4) The reporting person declaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.
- (5) By Trustee of Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies.
- (6) By Trustee, CSX Corporation Executives Stock Trust.
- Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after April 24, 1997, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on April 24, 2006.
- (8) Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after April 16, 1998, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on April 16, 2006.
- (9) Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after December 19, 1999, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on December 13, 2007.
- (10) These options became exercisable as to 4,000 shares on April 27, 2002 and as to 4,000 shares on April 27, 2003 and 4,000 shares on April 27, 2004.

Reporting Owners 3

Edgar Filing: CSX CORP - Form 4

- (11) These options became exercisable as to one-third of options on May 17, 2004; one-third of options on May 17, 2005 and becomes exercisable for final one-third of options on May 17, 2006.
- (12) These options became exercisable as to one-third of options on February 13, 2005; one-third of options becomes exercisable on February 13, 2006 and one-third of options on February 13, 2007.
- (13) Options become exercisable on one-third increments on May 7 in each of the years 2006, 2007 and 2008.
- (14) Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan referenced above.

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.