

CSX CORP
Form 4
October 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
GOODEN CLARENCE W

(Last) (First) (Middle)

4216 POINTE LA VISTA ROAD
WEST

(Street)

JACKSONVILLE, FL 32207-6248

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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					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 ⁽⁶⁾

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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.

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(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. Transaction Code	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Employee Stock Option-option to buy	\$ 51.4375					<u>(7)</u>	04/24/2006	Common Stock	9,
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,
Employee Stock Option-option to buy	\$ 44.8125					<u>(10)</u>	04/26/2009	Common Stock	12,
Employee Stock Option-option to buy	\$ 39.595					<u>(11)</u>	05/16/2011	Common Stock	41,

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- (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.