

CSX CORP
Form 4
April 03, 2006

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 *
HAULTER ROBERT J

(Last) (First) (Middle)

CSX CORPORATION, 500 WATER STREET, 15TH FLOOR

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2006

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)

Senior VP-Human Resources

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 | 03/30/2006 | | M | 1,920 (1) A \$ 41.7813 | 5,069.9686 | D | |
| Common Stock | 03/30/2006 | | S | 1,920 (1) D \$ 60 | 3,149.9686 | D | |
| Common Stock | 03/30/2006 | | M | 4,000 (1) A \$ 44.8125 | 7,149.9686 | D | |
| Common Stock | 03/30/2006 | | S | 4,000 (1) D \$ 60 | 3,149.9686 | D | |
| Common Stock | 03/30/2006 | | M | 8,667 (1) A \$ 38.14 | 11,816.9686 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|-------|------------|---|--|
| Common Stock | 03/30/2006 | S | <u>8,667</u> (1) | D | \$ 60 | 3,149.9686 | D | |
| Common Stock | | | | | | 22,944 | I | Trustee, Executive Deferred Compensation Plan ⁽²⁾ |
| Common Stock | | | | | | 955.3018 | I | 401(k) ⁽³⁾ |
| Common Stock | | | | | | 240 | I | Executives Stock 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option | \$ 41.7813 | 03/30/2006 | | M | 1,920 | 12/14/2005 | 12/14/2008 | Common stock | 1,920 |
| Employee Stock Option | \$ 44.8125 | 03/30/2006 | | M | 4,000 | 04/27/2004 | 04/27/2009 | Common Stock | 4,000 |
| Employee Stock Option | \$ 38.14 | 03/30/2006 | | M | 8,667 | 02/13/2006 | 02/13/2012 | Common Stock | 8,667 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

HAULTER ROBERT J
CSX CORPORATION
500 WATER STREET, 15TH FLOOR
JACKSONVILLE, FL 32202

Senior VP-Human Resources

Signatures

Robert J. Haulter by Nathan D. Goldman, Attorney
in Fact

03/30/2006

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading program adopted by the reporting person on February 8, 2006.
- (2) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (3) By Trustee, CSX Tax Savings Thrift Plan.
- (4) By Trustee, CSX Corporation Executives Stock Trust.
- (5) Cashless exercise of stock options pursuant to Rule 10b5-1 trading plan referenced in Note 1.

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.