

CSX CORP
Form S-8 POS
June 04, 2010

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As filed with the Securities and Exchange Commission on June 4, 2010

Registration No. 333-73429

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CSX CORPORATION
(Exact Name of Registrant as Specified in Its Charter)**

**Virginia
(State or Other Jurisdiction of
Incorporation or Organization)**

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

**500 Water Street, 15th Floor, Jacksonville, Florida
(Address of Principal Executive Offices)**

**32202
(Zip Code)**

**1987 Long-Term Performance Stock Plan
(Full Title of the Plan)**

**Ellen M. Fitzsimmons, Esq.
Senior Vice President-Law and Public Affairs
General Counsel and Corporate Secretary**

**CSX Corporation
500 Water Street**

**Jacksonville, Florida 32202
(Name and Address of Agent for Service)**

904-359-7611

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Steven Kaplan, Esq.
Arnold & Porter LLP
555 Twelfth Street, NW
Washington, DC 20004
(202) 942-5998**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

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EX-24.1

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DEREGISTRATION OF SECURITIES

Pursuant to a Registration Statement on Form S-8 (File No. 333-73429) under the Securities Act of 1933, as amended, CSX Corporation (the Corporation) registered for sale to eligible employees pursuant to the 1987 Long-Term Performance Stock Plan (the Plan) shares of the Corporation's Common Stock. The Plan has terminated. Accordingly, all of the securities registered for sale under the Plan that remain unsold are hereby deregistered pursuant to the Corporation's undertakings in the Registration Statement identified above.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on June 4, 2010.

CSX CORPORATION

Date: June 4, 2010

By: /s/ Carolyn T. Sizemore
Carolyn T. Sizemore, Vice President and
Controller
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on June 4, 2010.

| Signature | Title |
|---------------------------|---|
| * Michael J. Ward | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) |
| * Oscar Munoz | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| * Carolyn T. Sizemore | Vice President and Controller (Principal Accounting Officer) |
| * Alexandre Behring | Director |
| * John B. Breaux | Director |
| * Steven T. Halverson | Director |
| * Edward J. Kelly, III | Director |
| * Gilbert Lamphere | Director |

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| | Signature | Title |
|--------------------|-----------|----------|
| | * | Director |
| John D. McPherson | | |
| | * | Director |
| Timothy O Toole | | |
| | * | Director |
| David M. Ratcliffe | | |
| | * | Director |
| Donald J. Shepard | | |

* By: /s/ Mark D. Austin
Mark D. Austin
Attorney-in-fact

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24.1 Powers of Attorney (filed herewith)