CSX CORP Form 4 October 20, 2009

FORM 4

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if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

subject to **SECURITIES** Section 16. Form 4 or obligations

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

1(b).

Form 5

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GOODEN CLARENCE W Issuer Symbol CSX CORP [CSX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner __ Other (specify X_ Officer (give title) 500 WATER STREET, 15TH 10/19/2009 below) **FLOOR** EVP and CCO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32202

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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)		
Common Stock	10/19/2009		Code V M	Amount 20,000 (1)	(D)	Price \$ 16.07	254,075	D	
Common Stock	10/19/2009		S	20,000 (1)	D	\$ 47	234,075	D	
Common Stock							37,230	I	Executive Deferred Compensation Plan (2)
Common Stock							107	I	CSX Corporation 401(k) Plan (3)

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Common Stock $54,758 \qquad I \qquad \begin{array}{c} \text{Corkie T.} \\ \text{Gooden} \\ \text{Irrevocable} \\ \text{Trust} \\ \hline \end{array}$

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

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SEC 1474

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Employee Stock Option (Right-to-buy)	\$ 16.07	10/19/2009		M	20,000 (1)	05/07/2007	05/07/2013	Common Stock	20

Reporting Owners

JACKSONVILLE, FL 32202

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GOODEN CLARENCE W						
500 WATER STREET, 15TH FLOOR			EVP and CCO			

Signatures

Clarence W. Gooden by Nathan D. Goldman, Attorney-in-Fact

**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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 16, 2009.

Reporting Owners 2

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- (2) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (3) By Trustee, CSX Tax Savings Thrift Plan. The number reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.
 - 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.

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.