

FITZSIMMONS ELLEN M
Form 4
April 20, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FITZSIMMONS ELLEN M

(Last) (First) (Middle)

CSX CORPORATION, 500 WATER STREET

(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)
04/16/2010

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)

SVP - Law & Public Affairs

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/16/2010 | | M | 6,666 A \$ 19.7975 | 15,820 ⁽¹⁾ | D | |
| Common Stock | 04/16/2010 | | M | 20,000 A \$ 19.07 | 35,820 ⁽¹⁾ | D | |
| Common Stock | 04/16/2010 | | S | 26,666 D \$ 54.2186 | 9,154 ⁽¹⁾ | D | |
| Common Stock | | | | | 197,448 ⁽¹⁾ ⁽²⁾ | I | The Ellen M. Fitzsimmons Living Trust ⁽³⁾ |
| | | | | | 3,250 | I | |

| | | | | | | | |
|-----------------|--|--|--|-------|---|--|---|
| Common Stock | | | | | | | CSX Corporation 401(k) Plan <u>(4)</u> |
| Common Stock | | | | 6,638 | I | | CSX Corporation Executives Stock Trust <u>(5)</u> |

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 | |
| Option | \$ 19.7975 | 04/16/2010 | | M | 6,666 | 05/17/2004 05/17/2011 | Common Stock | 6,666 |
| Option | \$ 19.07 | 04/16/2010 | | M | 20,000 | 02/13/2005 02/13/2012 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZSIMMONS ELLEN M CSX CORPORATION 500 WATER STREET JACKSONVILLE, FL 32202 | | | SVP - Law & Public Affairs | |

Signatures

By: Nathan D. Goldman
Attorney-in-Fact

04/20/2010

__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) 2,185 shares which were gifted by the Reporting Person on November 3, 2009 were transferred from the Reporting Person's living trust not her directly owned shares as reported on a Form 4 filed on January 21, 2010.
- (2) Since the Reporting Person's last report, 15,743 shares previously owned directly have been contributed to the Reporting Person's living trust.
- (3) By Ellen M. Fitzsimmons, Trustee.
- (4) By Trustee, CSX Corporation Savings Thrift Plan. Reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of the fund.
- (5) By Trustee, CSX Corporation Executive Stock Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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