

CSX CORP
Form SC 13D/A
September 24, 2008

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

SCHEDULE 13D

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

RULE 13d-2(a)

**Under the Securities Exchange Act of 1934
(Amendment No. 7)***

CSX Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

126408103

(CUSIP Number)

**Mr. Christopher Hohn
The Children's Investment
Fund Management (UK) LLP
7 Clifford Street
London W1S 2WE
United Kingdom
+44 20 7440 2330**

**Mr. Alexandre Behring
3G Capital Partners Ltd.
c/o 3G Capital Inc.
800 Third Avenue
31st Floor
New York, New York 10022
(212) 893-6727**

With a copy to:

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Marc Weingarten, Esq.
David Rosewater, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

Stephen Fraidin, Esq.
Andrew E. Nagel, Esq.
Kirkland & Ellis LLP
153 East 53rd Street
New York, New York 10022
(212) 446-4800

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 17, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 126408103

1. Names of Reporting Persons
The Children's Investment Fund Management (UK) LLP
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
England
7. Sole Voting Power
-0-
8. Shared Voting Power
17,796,998
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
17,796,998
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.4%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X
13. Percent of Class Represented by Amount in Row (11)
4.4%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 126408103

1. Names of Reporting Persons
The Children's Investment Fund Management (Cayman) Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
-0- |
| | 8. | Shared Voting Power
17,796,998 |
| | 9. | Sole Dispositive Power
-0- |
| | 10. | Shared Dispositive Power
17,796,998 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.4%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X
13. Percent of Class Represented by Amount in Row (11)
4.4%
14. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 126408103

1. Names of Reporting Persons
The Children's Investment Master Fund
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
-0- |
| | 8. | Shared Voting Power
17,796,998 |
| | 9. | Sole Dispositive Power
-0- |
| | 10. | Shared Dispositive Power
17,796,998 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.4%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11)
4.4%
14. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 126408103

1. Names of Reporting Persons
Christopher Hohn
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
United Kingdom
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
-0- |
| | 8. | Shared Voting Power
17,796,998 |
| | 9. | Sole Dispositive Power
-0- |
| | 10. | Shared Dispositive Power
17,796,998 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.4%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X
13. Percent of Class Represented by Amount in Row (11)
4.4%
14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 126408103

1. Names of Reporting Persons
3G Capital Partners Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Cayman Islands
7. Sole Voting Power
-0-
8. Shared Voting Power
17,232,854
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
17,232,854
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.3%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X
13. Percent of Class Represented by Amount in Row (11)
4.3%
14. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 126408103

1. Names of Reporting Persons
3G Capital Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Cayman Islands
7. Sole Voting Power
-0-
8. Shared Voting Power
17,232,854
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
17,232,854
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.3%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11)
4.3%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 126408103

1. Names of Reporting Persons
3G Fund L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
-0- |
| | 8. | Shared Voting Power
17,232,854 |
| | 9. | Sole Dispositive Power
-0- |
| | 10. | Shared Dispositive Power
17,232,854 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.3%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X
13. Percent of Class Represented by Amount in Row (11)
4.3%
14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 126408103

1. Names of Reporting Persons
Alexandre Behring
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
Brazil
7. Sole Voting Power
1,620
8. Shared Voting Power
17,232,854
9. Sole Dispositive Power
1,620
10. Shared Dispositive Power
17,232,854
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4.3%
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) X
13. Percent of Class Represented by Amount in Row (11)
4.3%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 126408103

1. Names of Reporting Persons
Gilbert H. Lamphere
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
22,600
8. Shared Voting Power
-0-
9. Sole Dispositive Power
22,600
10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,600
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11)
0.0%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 126408103

1. Names of Reporting Persons
Timothy T. O Toole
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization
United States
- | | | |
|---|-----|---------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
2,500 |
| | 8. | Shared Voting Power
-0- |
| | 9. | Sole Dispositive Power
2,500 |
| | 10. | Shared Dispositive Power
-0- |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,500
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
IN

Item 1. Security and Issuer

This Amendment No. 7 is filed with respect to the shares of Common Stock, par value \$1.00 per share (the Shares), of CSX Corporation (the Issuer), beneficially owned by the Reporting Persons (as defined in the Schedule 13D filed with the Securities and Exchange Commission on December 19, 2007, as heretofore amended (the Schedule 13D)) as of September 17, 2008 and amends and supplements the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Item 2. Identity and Background

Clause (a)(viii) of Item 2 of the Schedule 13D is amended and restated as follows:

Alexandre Behring, with respect to the 1,620 Shares directly owned by him and with respect to the 3G Shares and (collectively, with 3G Capital Ltd., 3G Capital L.P. and the 3G Fund, the 3G Reporting Persons);

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and restated to include the following third sentence:

The source of funds used to acquire the Shares reported herein held by Alexandre Behring was his respective personal funds.

Clause (2) of Item 3 of the Schedule 13D is amended and restated as follows:

\$707,588,338, including commissions, was paid to acquire the 3G Shares and \$72,019, including commissions, was paid to acquire Alexandre Behring s Shares;

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended and supplemented to include the following final paragraph:

On September 22, 2008, Christopher Hohn and Timothy T. O Toole consented to join the Board. Their consent was without prejudice to their rights, and the rights of any of the TCI Reporting Persons or the 3G Reporting Persons, to be seated as Board members and with a full reservation of all other rights.

Item 5. Interest in Securities of the Issuer

Clause (a) of Item 5 of the Schedule 13D is amended and restated such that the phrase the 3G Reporting Persons beneficially owned an aggregate of 17,232,854 Shares is replaced with the phrase the 3G Reporting Persons beneficially owned an aggregate of 17,234,474 Shares

Clause (b) of Item 5 of the Schedule 13D is amended and restated to include the following seventh sentence:

Alexandre Behring has sole power to vote and direct the disposition of the 1,620 Shares held by him.

Clause (d) of Item 5 of the Schedule 13D is amended and restated to include the following final sentence:

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No person other than Alexandre Behring is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares held by him.

Item 6. **Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is amended and supplemented to include the following final paragraph:

On September 17, 2008, the 3G Reporting Persons transferred their contractual agreements with regard to the 3G Total Return Swaps from Morgan Stanley & Co. International plc to Citibank N.A. The 3G Total Return Swaps constitute economic exposure to 3,280,000 Shares, approximately 0.8% of the Shares outstanding.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 24, 2008

THE CHILDREN S INVESTMENT FUND
MANAGEMENT (UK) LLP

/s/ Christopher Hohn
Christopher Hohn
Managing Partner

THE CHILDREN S INVESTMENT FUND
MANAGEMENT (CAYMAN) LTD.

/s/ David DeRosa
David DeRosa
Director

THE CHILDREN S INVESTMENT MASTER
FUND

/s/ David DeRosa
David DeRosa
Director

/s/ Christopher Hohn
Christopher Hohn

3G CAPITAL PARTNERS LTD.

/s/ Alexandre Behring
Alexandre Behring
Managing Director

3G CAPITAL PARTNERS, L.P.
By: 3G Capital Partners Ltd.
Its: General Partner

/s/ Alexandre Behring
Alexandre Behring
Managing Director

3G FUND L.P.
By: 3G Capital Partners, L.P.
Its: General Partner

By: 3G Capital Partners Ltd.
Its: General Partner

/s/ Alexandre Behring
Alexandre Behring
Managing Director

/s/ Alexandre Behring
Alexandre Behring

/s/ Gilbert H. Lamphere
Gilbert H. Lamphere

/s/ Timothy T. O Toole
Timothy T. O Toole

/s/ Gary L. Wilson
Gary L. Wilson

EXHIBIT INDEX

- Exhibit 1. Joint Filing Agreement (Previously Filed)
- Exhibit 2. Letter from TCIF UK to the CSX Board of Directors dated October 16, 2007 (Previously Filed)
- Exhibit 3. Letter from TCIF UK to the CSX Board of Directors dated October 22, 2007 (Previously Filed)
- Exhibit 4. Letter Agreement between TCIF UK and 3G Capital Ltd. dated December 12, 2007 (Previously filed)
- Exhibit 5. Complaint Filed by the Issuer against the Reporting Persons, dated March 17, 2008 (Previously Filed)
- Exhibit 99.6. Answer and Counterclaims filed by the TCI Reporting Persons, dated April 4, 2008 (Previously Filed)
- Exhibit 99.7. Answer and Counterclaims filed by the 3G Reporting Persons, dated April 4, 2008 (Previously Filed)
- Exhibit 99.8. Decision of the Federal District Court for the Southern District of New York, dated June 11. 2008 (Previously Filed)