

HOHN CHRISTOPHER
Form 4
May 12, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HOHN CHRISTOPHER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

C/O THE CHILDREN'S INVESTMENT FUND, MANAGEMENT (UK) LLP, 7 CLIFFORD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LONDON, X0 W1S 2WE

(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. 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, \$1.00 par value (Common Stock)	05/08/2009		X/K ⁽¹⁾		1,000,000	A	\$ 32.47
							1,000,000
Common Stock	05/08/2009		J/K ⁽¹⁾		1,000,000	D	\$ 31.02
							(1)
	05/11/2009		X/K ⁽¹⁾		1,500,000	A	1,500,000

See footnote (2)

See footnote (2)

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Common Stock					\$ 32.47			See footnote (2)	
Common Stock	05/11/2009		J/K ⁽¹⁾	1,500,000	D	\$ 28.63	0	I	See footnote (2)
Common Stock							5,549 ⁽³⁾	D	

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Equity Swap (obligation to buy)	\$ 31.02	05/08/2009		X/K	<u>1</u> (1)	12/31/2008	07/31/2009	Common Stock	1,000,000
Equity Swap (obligation to buy)	\$ 28.63	05/11/2009		X/K	<u>1</u> (1)	12/31/2008	07/31/2009	Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address

Relationships

HOHN CHRISTOPHER
C/O THE CHILDREN'S INVESTMENT FUND
MANAGEMENT (UK) LLP, 7 CLIFFORD STREET

Director 10% Owner Officer Other
X See Remarks

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board of directors of the Issuer.

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.