CSX CORP
Form 4
October 05, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODEN CLARENCE W

(Last) (First) (Middle)

4216 POINTE LA VISTA ROAD WEST

(Street)

JACKSONVILLE, FL 32207-6248

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP and CCO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								900	D	
Common Stock								17,000 (1)	D	
Common Stock	10/03/2005		M(2)		12,667	A	$ 39.595	30,567	D (3)	
Common Stock	10/03/2005		S(2)		12,667	D	$ 39.595	17,900	D (3)	
Common Stock	10/04/2005		M(2)		15,000	A	$ 39.595	32,900	D (3)	

Common Stock	10/04/2005	S[2]	15,000	D	$ 39.595	17,900	D [3]	
Common Stock	10/04/2005	M[2]	10,000	A	$ 38.14	27,900	D [3]	
Common Stock	10/04/2005	S[2]	10,000	D	$ 38.14	17,900	D [3]	
Common Stock						35.6818	I	Executive Stock Trust [6]
Common Stock						50.9764	I	401(k) [5]
Common Stock						17,429	I	Corkie T. Gooden Irrevocable Trust [4]

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

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Employee Stock Option-option to buy	$ 51.4375							[7]	04/24/2006	Common Stock	9,(
Employee Stock Option-option to buy	$ 46.5625							[8]	04/16/2007	Common Stock	22,
Employee Stock Option-option	$ 41.7813							[9]	12/13/2008	Common Stock	8,5

to buy									
Employee Stock Option-option to buy	$ 44.8125					(10)	04/26/2009	Common Stock	12,
Employee Stock Option-option to buy	$ 39.595					(11)	05/16/2011	Common Stock	41,
Employee Stock Option-option to buy	$ 38.14					(12)	02/12/2012	Common Stock	30,
Employee Stock Option-option to buy	$ 32.145					(13)	05/06/2013	Common Stock	30,
Employee Stock Option-right to buy	$ 39.595	10/03/2005		M	12,667	05/17/2005	05/16/2011	Common Stock	12,
Employee Stock Option-right to buy	$ 39.595	10/04/2005		M	15,000	05/17/2005	05/16/2011	Common Stock	15,
Employee Stock Option-right to buy	$ 38.14	10/04/2005		M	10,000	02/13/2005	02/12/2012	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODEN CLARENCE W 4216 POINTE LA VISTA ROAD WEST JACKSONVILLE, FL 32207-6248			EVP and CCO	

Signatures

Clarence W. Gooden by Gordon F. Bailey, Attorney-in-Fact	10/05/2005
**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)	Owned pursuant to a restricted stock award on October 4, 2002; restrictions lapse October 4, 2007.
(2)	Cashless exercise of stock options pursuant to the Rule 10b5-1 trading plan.
(3)	The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2005.
(4)	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. 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.
(5)	By Trustee of Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies.
(6)	By Trustee, CSX Corporation Executives Stock Trust.
(7)	Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after April 24, 1997, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on April 24, 2006.
(8)	Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after April 16, 1998, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on April 16, 2006.
(9)	Granted pursuant to 1987 Long Term performance Stock Plan. Exercisable after December 19, 1999, in whole or in part, when value of CSX stock attains certain prescribed levels. The price-related exercisability restrictions lapse on December 13, 2007.
(10)	These options became exercisable as to 4,000 shares on April 27, 2002 and as to 4,000 shares on April 27, 2003 and 4,000 shares on April 27, 2004.
(11)	These options became exercisable as to one-third of options on May 17, 2004; one-third of options on May 17, 2005 and becomes exercisable for final one-third of options on May 17, 2006.
(12)	These options became exercisable as to one-third of options on February 13, 2005; one-third of options becomes exercisable on February 13, 2006 and one-third of options on February 13, 2007.
(13)	Options become exercisable on one-third increments on May 7 in each of the years 2006, 2007 and 2008.

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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