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FITZSIMM Form 4 January 21,	IONS ELLEN M 2010												
										OME	B APPROV	AL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										N OMB Number			
Check t if no loi								Expires:	Janua	ary 31,			
subject Section Form 4	to STATE 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES									ed average hours per e	2005 0.5	
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the l	Public I	Utility	Ho		mpan	y Act o	ge Act of 1934, f 1935 or Sectio 40				
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> FITZSIMMONS ELLEN M			2. Issuer Name and Ticker or Trading Symbol CSX CORP [CSX]						5. Relationship of Reporting Person(s) to Issuer				
(Last)	Middle)			-	-			(Check all applicable)					
(Last) CSX COR STREET	(Month/	/Day/Ye		Transaction			Director 10% Owner X Officer (give title below) Other (specify below) SVP - Law & Public Affairs						
(Street) 4. If Am Filed(Me						Date Origin ear)	al		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
JACKSON	WILLE, FL 3220	2							Person	More than On	e Reporting		
(City)	y) (State) (Zip) Table I - Non-Derivative Securities Acquired, Dispose							quired, Disposed o	l of, or Beneficially Owned				
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)				4. Securiti on(A) or Dis (Instr. 3, 4	posed and 5 (A)	of (D)	Securities Beneficially Owned Following Reported	ities Ownership Indira icially Form: Bene d Direct (D) Owner wing or Indirect (Instr ted (I) action(s) (Instr. 4)			
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	11/03/2009			G		2,185 (1)	D	\$0	6,969	D			
Common Stock	01/19/2010			А		21,702 (2)	А	\$ 50.51	28,671	D			
Common Stock	01/19/2010			F		5,959 (3)	D	\$ 50.51	22,712	D			
Common Stock									6,638	I	CSX Corpora Executiv Stock Tr (4)	/es	

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Common Stock							3,239	Ι		CSX Corpo: 401(k) (5)	Plan	
Common Stock							183,890) I	Ι		The Ellen M. Fitzsimmons Living Trust (6)	
Reminder: F	Report on a sep	parate line for	each class	s of securities ber	Perso inform requir	ns who re nation con red to resp ays a curre	or indirectly. spond to the tained in th bond unless ently valid O	e collection is form are the form	e not	SEC 14 (9-0		
		Table II		ive Securities A its, calls, warrar				Owned				
1. Title of Derivative Security (Instr. 3)	Derivative Conversion (Month/Day Security or Exercise		//Year) I a	BA. Deemed Execution Date, i Iny Month/Day/Year	Code	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners	5									
Reporting Owner Name / Address Director 10% Owner					Relations Officer	hips		Other				
CSX COI 500 WAT	MONS ELI RPORATIO TER STREE NVILLE, F	DN ET	Director			w & Publ	ic Affairs	Culo				
Signa												
/s/ Nathan D. Goldman Attorney-in-Fact			01/21/2	01/21/2010								
<u>**</u> Sig	nature of Repor	ting 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) Gift of 2,185 shares of common stock of the company directly owned by the Reporting Person to the Ayco Charitable Foundation, over which the Reporting Person has no investment control.
- (2) Shares awarded pursuant to the CSX 2007 2009 Long Term Incentive Plan ("LTIP").
- (3) Withholding of stock to satisfy tax withholding obligation.
- (4) By Trustee, CSX Corporation Executives Stock Trust.
- (5) 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.
- (6) By Ellen M. Fitzsimmons, Trustee.

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.