

CSX CORP  
Form S-8  
May 12, 2010

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**As filed with the Securities and Exchange Commission on May 12, 2010.**

**Registration No. 333-**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
CSX CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)**

**Virginia  
(State or Other Jurisdiction of  
Incorporation or Organization)**

**62-1051971  
(I.R.S. Employer  
Identification No.)**

**500 Water Street, 15th Floor, Jacksonville, Florida  
(Address of Principal Executive Offices)**

**32202  
(Zip Code)**

**2010 CSX Stock and Incentive Award Plan  
(Full Title of the Plan)**

**Ellen M. Fitzsimmons, Esq.  
Senior Vice President-Law and Public Affairs  
General Counsel and Corporate Secretary**

**CSX Corporation  
500 Water Street  
Jacksonville, Florida 32202**

**(Name and Address of Agent for Service)**

**904-359-7611**

**(Telephone Number, Including Area Code, of Agent for Service)**

**Copies to:**

**Steven Kaplan, Esq.  
Arnold & Porter LLP  
555 Twelfth Street, NW  
Washington, DC 20004  
(202) 942-5998**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting  
company

**CALCULATION OF REGISTRATION FEE**

**Proposed  
Maximum                  Proposed  
Maximum**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Offering Price Per Share</b>	<b>Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
<b>Common Stock, \$1.00 par value per share</b>	14,000,000 shares(1)	\$52.79(2)	\$739,060,000.00(2)	\$52,695.00

- (1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar events.
- (2) Estimated pursuant to Rule 457(c) and (h) solely for the purposes of calculating the amount of the registration fee. The fee with respect to the shares registered herein was based on the average of the high and low price per share of the Common Stock on May 7, 2010, as reported in the consolidated reporting system of the New York Stock Exchange.
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**INTRODUCTION**

This Registration Statement on Form S-8 is being filed by CSX Corporation (the Corporation) to register 14,000,000 shares of the Corporation's Common Stock, par value \$1.00 per share (Common Stock) that may be issued pursuant to the 2010 CSX Stock and Incentive Award Plan (the Plan).

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. These document(s) and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement

- a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 25, 2009.
- b) The Registrant's Current Reports on Form 8-K filed on February 22, 2010, March 8, 2010, March 22, 2010 and May 7, 2010.
- c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 26, 2010.
- d) The description of the Registrant's common stock contained in the Company's Registration Statement on Form 8-B (File No. 1-8022) filed on September 25, 1980 under Section 12 of the Exchange Act.

In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests Of Named Experts And Counsel.**

Ellen M. Fitzsimmons, Senior Vice President-Law, General Counsel and Corporate Secretary of the Corporation, has passed upon the validity of the Common Stock being registered under this Registration Statement. Ms. Fitzsimmons is paid a salary by the Company, is a participant in various employee benefit plans offered to employees of the Company generally, and owns and has options to purchase shares of Common Stock.

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**Item 6. Indemnification of Directors and Officers.**

Article 10 of the Virginia Stock Corporation Act allows, in general, for indemnification, in certain circumstances, by a corporation of any person threatened with or made a party to any action, suit or proceeding by reason of the fact that he or she is, or was, a director, officer, employee or agent of such corporation. Indemnification is also authorized with respect to a criminal action or proceeding where the person had no reasonable cause to believe that his or her conduct was unlawful. Article 9 of the Virginia Stock Corporation Act provides limitations on damages payable by officers and directors, except in cases of willful misconduct or knowing violation of criminal law or any federal or state securities law.

Article VII of CSX's Amended and Restated Articles of Incorporation provides for mandatory indemnification of any director or officer of CSX who is, was or is threatened to be made a party to any proceeding (including any proceeding by or on behalf of CSX) by reason of the fact that he or she is or was a director or officer of CSX against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such director's or officer's willful misconduct or knowing violation of the criminal law.

CSX's Amended and Restated Articles of Incorporation also provide that in every instance permitted under Virginia corporate law in effect from time to time, the liability of a director or officer of CSX to CSX or our shareholders arising out of a single transaction, occurrence or course of conduct will be limited to one dollar. CSX maintains a standard policy of officers' and directors' liability insurance.

**Item 7. Exemption for Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are described in the Exhibit Index below.

**Item 9. Undertakings.**

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however, that:*

Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of its annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on May 12, 2010.

**CSX CORPORATION**

Date: May 12, 2010

By: /s/ Carolyn T. Sizemore  
 Carolyn T. Sizemore, Vice President and  
 Controller  
 (Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 12, 2010.

Signature	Title
*	Chairman, President, Chief Executive Officer and Director
Michael J. Ward	(Principal Executive Officer)
*	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Oscar Munoz	Vice President and Controller (Principal Accounting Officer)
*	Director
Carolyn T. Sizemore	Director
*	Director
Alexandre Behring	Director
*	Director
John B. Breaux	Director
*	Director
Steven T. Halverson	Director
*	Director
Edward J. Kelly, III	Director
*	Director
Gilbert Lamphere	Director
*	Director
John D. McPherson	Director
*	Director
Timothy O Toole	Director
*	Director



David M. Ratcliffe  
\*

Director

Donald J. Shepard

By: \* /s/ Carolyn T. Sizemore  
Carolyn T. Sizemore  
Attorney-in-fact

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**INDEX TO EXHIBITS**

- 5.1 Opinion of Ellen M. Fitzsimmons, Senior Vice President of Law and Public Affairs, General Counsel and Corporate Secretary of the Corporation, as to the validity of the Common Stock offered hereunder (filed herewith)
- 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm (filed herewith)
- 23.2 Consent of Ellen M. Fitzsimmons, Senior Vice President of Law and Public Affairs, General Counsel and Corporate Secretary of the Corporation (included in Exhibit 5.1)
- 24.1 Powers of Attorney (filed herewith)