

CSX CORP
Form 3
August 06, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Behring Alexandre		(Month/Day/Year)	CSX CORP [CSX]	
(Last)	(First)	(Middle)	07/28/2008	
800 THIRD AVENUE,Â 31ST FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10022			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1.00 par value	17,232,854 ⁽¹⁾	I	See Note ⁽¹⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Equity Swap	Â (2)	Â (2)	Common Stock, \$1.00 par value 1,700,000	\$ (2)	I	See Note (1)
Equity Swap	Â (2)	Â (2)	Common Stock, \$1.00 par value 80,000	\$ (2)	I	See Note (1)
Equity Swap	Â (2)	Â (2)	Common Stock, \$1.00 par value 500,000	\$ (2)	I	See Note (1)
Equity Swap	Â (2)	Â (2)	Common Stock, \$1.00 par value 300,000	\$ (2)	I	See Note (1)
Equity Swap	Â (2)	Â (2)	Common Stock, \$1.00 par value 600,000	\$ (2)	I	See Note (1)
Equity Swap	Â (2)	Â (2)	Common Stock, \$1.00 par value 100,000	\$ (2)	I	See Note (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behring Alexandre 800 THIRD AVENUE 31ST FLOOR NEW YORK, NY 10022	Â X	Â	Â	Â

Signatures

_/s/ Alexandre Behring 08/06/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

3G Capital Partners Ltd. ("3G Capital Ltd.") is the general partner of 3G Capital Partners, L.P. ("3G Capital L.P."), which is the sole member of 3G Fund Partners, Ltd. ("3G Fund Ltd."), which is the general partner of 3G Fund L.P. ("3G Fund," and, together with 3G Capital Ltd., 3G Capital L.P. and 3G Fund Ltd., "3G Capital"). Mr. Behring is the Managing Director of 3G Capital Ltd. and is therefore

- (1) in a position to determine the investment and voting decisions made by 3G Fund. Mr. Behring disclaims beneficial ownership of any and all securities held by 3G Fund except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that Mr. Behring is the beneficial owner of any such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.

3G Fund is a party to swap agreements ("TRS") with Morgan Stanley & Co. International plc ("Morgan Stanley") that reference shares of the issuer, pursuant to which Morgan Stanley has agreed to pay 3G Fund an amount equal to any increase in the price of the reference shares above a reference price plus any dividends and 3G Fund has agreed to pay Morgan Stanley an amount equal to (i) any decrease in

- (2) the price of the reference shares below a reference price and (ii) the federal funds rate plus a spread, for an aggregate of 1,700,000, 80,000, 500,000, 300,000, 600,000 and 100,000 notional shares with initial respective reference prices of \$41.22, \$43.51, \$43.27, \$43.78, \$43.88 and \$43.91 on periodic payment dates for the term of the TRS. Each TRS has an indeterminate termination date and may be terminated by 3G Fund at any time. Under the TRS, all balances must be cash settled and 3G Capital will not acquire any voting or similar rights, or dispositive power over referenced shares.

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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