

HAULTER ROBERT J

Form 4

January 31, 2006

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAULTER ROBERT J

(Last) (First) (Middle)

CSX CORPORATION, 500 WATER
STREET, 15TH FLOOR

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2006

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)

Senior VP-Human Resources

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)
Common Stock	01/27/2006		M	15,334 A	\$ 39.595 18,483.9686	D	
Common Stock	01/27/2006		S	15,334 D	\$ 53.6 3,149.9686	D	
Common Stock	01/27/2006		M	8,667 A	\$ 38.14 11,816.9686	D	
Common Stock	01/27/2006		S	8,667 D	\$ 53.6 3,149.9686	D	
Common Stock	01/27/2006		A	23,370 A (1)	\$ 50.785 23,498	I	Executive Deferred Compensation

Common Stock	01/27/2006	S	554 ⁽²⁾	D	\$ 50.785	22,944	I	Plan ⁽³⁾ Trustee, Executive Deferred Compensation Plan
Common Stock						953.206	I	401(k) ⁽⁴⁾
Common Stock						240	I	Executives Stock Trust ⁽⁵⁾

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

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(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
Employee Stock Option	\$ 39.595	01/27/2006		M		15,334		<u>(6)</u>	05/17/2011	Common stock	15,334
Employee Stock Option	\$ 38.14	01/27/2006		M		8,667		02/13/2005	02/13/2012	Common Stock	8,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAULTER ROBERT J CSX CORPORATION 500 WATER STREET, 15TH FLOOR JACKSONVILLE, FL 32202	Senior VP-Human Resources

Signatures

Robert J. Haulter by Gordon F. Bailey, III, Attorney in
Fact

01/31/2006

__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) Shares awarded pursuant to the CSX 2004-2005 Long Term Incentive Plan.
- (2) Withholding of stock to satisfy tax withholding obligation.
- (3) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
- (4) By Trustee, CSX Tax Savings Thrift Plan.
- (5) By Trustee, CSX Corporation Executives Stock Trust.
- (6) 7,667 shares vested May 17, 2004 and 7,667 shares vested May 17, 2005.

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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