

CSX CORP  
Form S-8 POS  
November 15, 2002

As filed with the Securities and Exchange Commission on November 15, 2002

Registration No. 333-73427

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CSX CORPORATION**  
(Exact name of registrant as specified in its charter)

Commonwealth of Virginia  
(State or other jurisdiction  
of incorporation or organization)

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

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One James Center  
901 East Cary Street  
Richmond, Virginia 23219  
(Address, including zip code, of registrant's Principal Executive Offices)

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CSX Corporation Employees' Stock Purchase and Dividend  
Reinvestment Plan (5% Plan)  
(Full title of the plan)

Stephen R. Larson, Esq.  
Vice President-General Counsel  
and Corporate Secretary  
CSX Corporation  
One James Center  
901 East Cary Street  
Richmond, Virginia 23219  
(804) 783-1400  
(Name, address and telephone number, including area code, of agent for service)

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Pursuant to Registration Statement No. 333-73427 on Form S-8, CSX Corporation, a Virginia corporation (the Company), registered 1,000,000 shares of the Company's Common Stock, par value \$1.00 per share (including the related rights to purchase the Company's Series B Preferred Stock Plan Common Stock), to be offered and sold pursuant to the CSX Corporation Employees' Stock Purchase and Dividend Reinvestment Plan (the Plan).

The Company hereby de-registers all unsold shares of Plan Common Stock.

### Item 8. Exhibits

<u>Exhibit</u>	<u>Description</u>
24.1	Power of Attorney of Certain Officers and Directors of CSX Corporation

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 post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on November 15, 2002.

CSX CORPORATION

By:           /s/ DAVID A. BOOR          

David A. Boor  
Vice President and  
Treasurer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed below by the following persons in the capacities indicated on November 15, 2002.

**Signature**

**Title**

          /s/ JOHN W. SNOW\*          

John W. Snow

Chairman, Chief Executive Officer and Director (Principal Executive Officer)

          /s/ MICHAEL J. WARD\*          

Michael J. Ward

President and Director

          /s/ PAUL R. GOODWIN\*          

Paul R. Goodwin

Vice Chairman and Chief Financial Officer (Principal Financial Officer)

          /s/ CAROLYN T. SIZEMORE\*          

Carolyn T. Sizemore

Vice President and Controller (Principal Accounting Officer)

          /s/ ELIZABETH E. BAILEY\*          

Elizabeth E. Bailey

Director

          /s/ ROBERT L. BURRUS, JR.\*          

Robert L. Burrus, Jr.

Director

/s/ BRUCE C. GOTTWALD\* Director

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Bruce C. Gottwald

/s/ JOHN R. HALL\* Director

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John R. Hall

/s/ EDWARD J. KELLY, III\* Director

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Edward J. Kelly, III

/s/ ROBERT D. KUNISCH\* Director

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Robert D. Kunisch

/s/ JAMES W. MCGLOTHLIN\* Director

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James W. McGlothlin

/s/ SOUTHWOOD J. MORCOTT\* Director

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Southwood J. Morcott

/s/ CHARLES E. RICE\* Director

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Charles E. Rice

/s/ WILLIAM C. RICHARDSON\* Director

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William C. Richardson

/s/ FRANK S. ROYAL\* Director

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Frank S. Royal

By: /s/ DAVID A. BOOR

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David A. Boor  
Attorney-in-Fact

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
24.1	Powerof Attorney of Certain Officers and Directors of CSX Corporation