

CSX CORP
Form FWP
March 25, 2008
Filed Pursuant to Rule 433
Registration No. 333-140732

PRICING TERM SHEETS

6.250% Notes due 2015

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| Issuer: | CSX Corporation |
| Security: | 6.250% Notes due 2015 |
| Size: | \$600,000,000 |
| Maturity Date: | April 1, 2015 |
| Coupon: | 6.250% |
| Interest Payment Dates: | April 1st and October 1st, commencing October 1, 2008 |
| Price to Public: | 99.943% |
| Benchmark Treasury: | 4.000% due February 15, 2015 |
| Benchmark Treasury Yield: | 2.885% |
| Spread to Benchmark Treasury: | + 337.5 bp |
| Yield: | 6.260% |
| Make-Whole Call: | T+ 50 bp |
| Expected Settlement Date: | March 27, 2008 |
| CUSIP: | 126408 GN7 |
| Anticipated Ratings: | Baa3 (Stable) by Moody's Investors Service, Inc. BBB- (Stable) by Standard & Poor's Ratings Services BBB- (Stable) by Fitch Ratings Ltd. |
| Joint Book-Running Managers: | Barclays Capital Inc. Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Morgan Stanley & Co. Incorporated |
| Senior Co-Managers: | Deutsche Bank Securities Inc. J.P. Morgan Securities Inc. UBS Securities LLC |
| Co-Managers: | Mitsubishi UFJ Securities International plc Mizuho Securities USA Inc. Scotia Capital (USA) Inc. |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-227-2275 ext. 2663, Citigroup Global Markets Inc. toll free at 1-877-858-5407, Credit Suisse Securities (USA) LLC toll free at 1 (800) 221-1037 or Morgan Stanley & Co.

Incorporated toll free at 1-866-718-1649.

1

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PRICING TERM SHEETS

7.450% Notes due 2038

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| Issuer: | CSX Corporation |
| Security: | 7.450% Notes due 2038 |
| Size: | \$400,000,000 |
| Maturity Date: | April 1, 2038 |
| Coupon: | 7.450% |
| Interest Payment Dates: | April 1st and October 1st, commencing October 1, 2008 |
| Price to Public: | 99.927% |
| Benchmark Treasury: | 5.000% due May 15, 2037 |
| Benchmark Treasury Yield: | 4.356% |
| Spread to Benchmark Treasury: | + 310 bp |
| Yield: | 7.456% |
| Make-Whole Call: | T+ 50 bp |
| Expected Settlement Date: | March 27, 2008 |
| CUSIP: | 126408 GP2 |
| Anticipated Ratings: | Baa3 (Stable) by Moody's Investors Service, Inc. BBB- (Stable) by Standard & Poor's Ratings Services BBB- (Stable) by Fitch Ratings Ltd. |
| Joint Book-Running Managers: | Barclays Capital Inc. Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Morgan Stanley & Co. Incorporated |
| Senior Co-Managers: | Deutsche Bank Securities Inc. J.P. Morgan Securities Inc. UBS Securities LLC |
| Co-Managers: | Mitsubishi UFJ Securities International plc Mizuho Securities USA Inc. Scotia Capital (USA) Inc. |

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