

SIZEMORE CAROLYN T
Form 4
October 27, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIZEMORE CAROLYN T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
CSX CORPORATION, 500 WATER STREET C729

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

(Street)
JACKSONVILLE, FL 32202

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/25/2006 | | M | 2,800 (1) A \$ 19.7975 | 2,800 | D | |
| Common Stock | 10/25/2006 | | S | 2,800 D \$ 37 | 0 | D | |
| Common Stock | 10/25/2006 | | M | 3,934 (1) A \$ 19.07 | 3,934 | D | |
| Common Stock | 10/25/2006 | | S | 3,934 D \$ 37 | 0 | D | |
| Common Stock | 10/25/2006 | | M | 3,888 (1) A \$ 16.0725 | 3,888 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------|------------------|---|---|
| Common Stock | 10/25/2006 | S | 3,888 | D | \$ 38 | 0 | D | |
| Common Stock | | | | | | 15,890.48 (2) | I | Trustee, Executive Deferred Compensation Plan (2) |
| Common Stock | | | | | | 2,087.662 (3) | I | 401(k) (3) |

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

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.

SEC 1474
(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 19.7975 | 10/25/2006 | | M | 2,800 | 05/17/2006 | 05/17/2011 | Common Stock | 2,800 |
| Employee Stock Option (right to buy) | \$ 19.07 | 10/25/2006 | | M | 3,934 | 02/13/2006 | 02/13/2012 | Common Stock | 3,934 |
| Employee Stock Option (right to buy) | \$ 16.0725 | 10/25/2006 | | M | 3,888 | 05/07/2006 | 05/07/2013 | Common Stock | 3,888 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIZEMORE CAROLYN T CSX CORPORATION 500 WATER STREET C729 JACKSONVILLE, FL 32202 | | | VP and Controller | |

Signatures

| | |
|---|------------|
| Carolyn T. Sizemore by Nathan D. Goldman, Attorney-in-Fact | 10/27/2006 |
| **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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 29, 2006.

By Trustee, CSX Corporation Executive Deferred Compensation Plan. The number of shares included in this item reflects 841.734
 - (2) equivalent shares of cash value held in the CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of this fund.
 - (3) By Trustee, CSX Corporation Tax Savings Thrift Plan. The number reflects equivalent shares of cash value held in CSX Stock Fund, which amounts will fluctuate dependent upon daily net asset value of this fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.