

Behring Alexandre
Form 4
September 19, 2008

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 *
Behring Alexandre

(Last) (First) (Middle)

800 THIRD AVENUE, 31ST FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr. 3)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Equity Swap	<u>(2)</u>	09/17/2008	J		1		<u>(2)(3)</u>	<u>(2)(3)</u>	See Footnote <u>(4)</u>	1,700,000	<u>(2)</u>
Equity Swap	<u>(2)</u>	09/17/2008	J		1		<u>(2)(3)</u>	<u>(2)(3)</u>	See Footnote <u>(4)</u>	80,000	<u>(2)</u>
Equity Swap	<u>(2)</u>	09/17/2008	J		1		<u>(2)(3)</u>	<u>(2)(3)</u>	See Footnote <u>(4)</u>	500,000	<u>(2)</u>
Equity Swap	<u>(2)</u>	09/17/2008	J		1		<u>(2)(3)</u>	<u>(2)(3)</u>	See Footnote <u>(4)</u>	300,000	<u>(2)</u>
Equity Swap	<u>(2)</u>	09/17/2008	J		1		<u>(2)(3)</u>	<u>(2)(3)</u>	See Footnote <u>(4)</u>	600,000	<u>(2)</u>
Equity Swap	<u>(2)</u>	09/17/2008	J		1		<u>(2)(3)</u>	<u>(2)(3)</u>	See Footnote <u>(4)</u>	100,000	<u>(2)</u>
Equity Swap	<u>(5)</u>	09/17/2008	J		1		<u>(5)</u>	<u>(5)</u>	See Footnote <u>(4)</u>	3,280,000	<u>(5)</u>

Reporting Owners

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

Signatures

/s/ Alexandre Behring 09/19/2008

**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 purpose and effect of the transactions described in this Form 4 were to transfer existing swap agreements ("TRS") from Morgan Stanley & Co. International plc ("Morgan Stanley") to Citibank N.A. ("Citi").

3G Fund L.P. ("3G Fund") was a party to TRS with Morgan Stanley that referenced shares of the issuer, pursuant to which Morgan Stanley 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 agreed to pay Morgan Stanley an amount equal to (i) any decrease in 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 had an indeterminate termination date and could be terminated by 3G Fund at any time. Under the TRS, all balances had to be cash settled and 3G Capital (defined in note 6) did not acquire any voting or similar rights, or dispositive power over referenced shares.

- (2) On September 17, 2008, the 3G Fund closed the TRS with Morgan Stanley in the amount of 1,700,000, 80,000, 500,000, 300,000, 600,000 and 100,000 notional shares, respectively, each at a price of \$54.5528.

- (3) Common Stock, \$1.00 par value

3G Fund entered into a TRS with Citi that references shares of the issuer, pursuant to which Citi 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 Citi an amount equal to (i) any decrease in the price of the reference shares below a reference price and (ii) the federal funds rate plus a spread, for an aggregate of 3,280,000 notional shares with initial reference price of \$54.7995 on periodic payment dates for the term of the TRS. The 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.

- (4) 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 (3G Fund 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 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.

- (5) 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 (3G Fund 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 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.

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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