

GOODEN CLARENCE W

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOODEN CLARENCE W

(Last) (First) (Middle)

4216 POINTE LA VISTA ROAD  
WEST

(Street)

JACKSONVILLE, FL 32207-6248

(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 \_\_\_\_ Other (specify  
below) below)

EVP and CCO

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				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	01/27/2006		A		70,110 (2)	A	\$ 50.785 88,010 D
Common Stock	01/27/2006		F		17,518 (3)	D	\$ 50.785 70,492 D
Common Stock	01/27/2006		I		17,527.5 (4)	D	(4) 52,964 D
Common Stock							17,563.2353 I CSX Executive Deferred

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Common Stock	51.037	I	Compensation Plan <sup>(5)</sup> 401(k) <sup>(6)</sup>
Common Stock	17,429	I	Corkie T. Gooden Irrevocable Trust <sup>(7)</sup>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GOODEN CLARENCE W  
4216 POINTE LA VISTA ROAD WEST  
JACKSONVILLE, FL 32207-6248

EVP and CCO

## Signatures

Clarence W. Gooden by Gordon F. Bailey,  
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) Includes 17,000 shares owned pursuant to a restricted stock award on October 4, 2002; restrictions lapse October 4, 2007.

(2) Shares awarded pursuant to CSX 2004-2005 Long Term Incentive Plan ("LTIP").

(3) Withholding of stock to satisfy tax withholding obligation.

(4) Partial deferral of LTIP shares into the CSX Executive Deferred Compensation.

(5) By Trustee, CSX Executive Deferred Compensation Plan.

(6) By Trustee, CSX Tax Savings Thrift Plan.

These shares are held in a Trust for the benefit of the reporting person's spouse. The reporting person's spouse is the trustee of the trust.

(7) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting is the beneficial owner of these securities for the purposes of Section 16 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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