

HAULTER ROBERT J
Form 4
January 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
HAULTER ROBERT J

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, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2006

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

Senior VP-Human Resources

(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 or Price (A) or (D) | | |
| Common Stock | 01/27/2006 | | M | | 15,334 A \$ 39.595 | 18,483.9686 | D |
| Common Stock | 01/27/2006 | | S | | 15,334 D \$ 53.6 | 3,149.9686 | D |
| Common Stock | 01/27/2006 | | M | | 8,667 A \$ 38.14 | 11,816.9686 | D |
| Common Stock | 01/27/2006 | | S | | 8,667 D \$ 53.6 | 3,149.9686 | D |
| Common Stock | 01/27/2006 | | A | | 23,370 A \$ 50.785 ⁽¹⁾ | 23,498 | I Executive Deferred Compensation |

| | | | | | | | Plan ⁽³⁾ | |
|--------------|------------|---|--------------------|---|-----------|---------|---------------------|---|
| Common Stock | 01/27/2006 | S | 554 ⁽²⁾ | D | \$ 50.785 | 22,944 | I | Trustee, Executive Deferred Compensation Plan |
| Common Stock | | | | | | 953.206 | I | 401(k) ⁽⁴⁾ |
| Common Stock | | | | | | 240 | I | Executives Stock Trust ⁽⁵⁾ |

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.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 39.595 | 01/27/2006 | | M | 15,334 | ⁽⁶⁾ 05/17/2011 | Common stock | 15,334 | |
| Employee Stock Option | \$ 38.14 | 01/27/2006 | | M | 8,667 | 02/13/2005 02/13/2012 | Common Stock | 8,667 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAULTER ROBERT J CSX CORPORATION 500 WATER STREET, 15TH FLOOR JACKSONVILLE, FL 32202 | | | Senior VP-Human Resources | |

Signatures

Robert J. Haulter by Gordon F. Bailey, III, 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) Shares awarded pursuant to the CSX 2004-2005 Long Term Incentive Plan.
 - (2) Withholding of stock to satisfy tax withholding obligation.
 - (3) By Trustee, CSX Corporation Executive Deferred Compensation Plan.
 - (4) By Trustee, CSX Tax Savings Thrift Plan.
 - (5) By Trustee, CSX Corporation Executives Stock Trust.
 - (6) 7,667 shares vested May 17, 2004 and 7,667 shares vested May 17, 2005.

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.