

MORCOTT SOUTHWOOD J
 Form 4
 November 01, 2007

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 *
 MORCOTT SOUTHWOOD 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 C160

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2007

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

JACKSONVILLE, FL 32202

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common stock	10/30/2007		S			800	D	\$ 44	8,270	D	
Common stock	10/30/2007		S			5,897	D	\$ 44.43	2,373	D	
Common Stock	10/30/2007		M			2,000	A	\$ 20.625	4,373	D	
Common Stock	10/30/2007		S			2,000	D	\$ 44.4471	2,373	D	
Common Stock	10/30/2007		M			2,000	A	\$ 17.6563	4,373	D	

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Common Stock	10/30/2007	S	2,000	D	\$ 44.4471	2,373	D	
Common Stock	10/30/2007	M	8,000	A	\$ 13.205	10,373	D	
Common Stock	10/30/2007	S	8,000	D	\$ 44.4471	2,373	D	
Common Stock	10/30/2007	M	8,000	A	\$ 17.5375	10,373	D	
Common Stock	10/30/2007	S	8,000	D	\$ 44.4471	2,373	D	
Common Stock	10/31/2007	S	2,373	D	\$ 44.3478	0	D	
Common Stock						61,880	I	By Trustee ⁽¹⁾

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

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 20.625	10/30/2007		M	2,000	12/09/1999 12/09/2008	Common Stock	2,000	
Common Stock	\$ 17.6563	10/30/2007		M	2,000	12/08/2000 12/08/2009	Common Stock	2,000	
Common Stock	\$ 13.205	10/30/2007		M	8,000	12/13/2001 12/13/2010	Common Stock	8,000	
Common Stock	\$ 17.5375	10/30/2007		M	8,000	12/12/2002 12/12/2011	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORCOTT SOUTHWOOD J CSX CORPORATION 500 WATER STREET C160 JACKSONVILLE, FL 32202	X			

Signatures

Southwood J. Morcott by Nathan D. Goldman,
Attorney-in-Fact

11/01/2007

__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) By Trustee, CSX Corporation Stock Plan for Directors.

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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