

HOHN CHRISTOPHER

Form 4

April 30, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOHN CHRISTOPHER

(Last) (First) (Middle)

**C/O THE CHILDREN'S
INVESTMENT
FUND, MANAGEMENT (UK) LLP
7 CLIFFORD STREET**

(Street)

LONDON, X0 W1S 2WE

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2009

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1.00 par value (Common Stock)	04/28/2009		X/K ⁽¹⁾	1,500,000	A \$ 32.47 1,500,000	I	See footnote (2)
Common Stock	04/28/2009		J/K ⁽¹⁾	1,500,000	D \$ 28.55 ⁽¹⁾ 0	I	See footnote (2)
	04/28/2009		X/K ⁽³⁾	1,000	A \$ 44.1 1,000	I	

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Common Stock								See footnote (2)
Common Stock	04/28/2009	J/K ⁽³⁾	1,000	D	\$ 29.07 (3)	0	I	See footnote (2)
Common Stock	04/28/2009	X/K ⁽³⁾	1,000	A	\$ 44.48	1,000	I	See footnote (2)
Common Stock	04/28/2009	J/K ⁽³⁾	1,000	D	\$ 28.58 (3)	0	I	See footnote (2)
Common Stock	04/28/2009	X/K ⁽³⁾	1,000	A	\$ 44.3	1,000	I	See footnote (2)
Common Stock	04/28/2009	J/K ⁽³⁾	1,000	D	\$ 28.66 (3)	0	I	See footnote (2)
Common Stock	04/28/2009	X/K ⁽³⁾	1,000	A	\$ 44.14	1,000	I	See footnote (2)
Common Stock	04/28/2009	J/K ⁽³⁾	1,000	D	\$ 28.6 (3)	0	I	See footnote (2)
Common Stock	04/29/2009	X/K ⁽¹⁾	1,500,000	A	\$ 32.47	1,500,000	I	See footnote (2)
Common Stock	04/29/2009	J/K ⁽¹⁾	1,500,000	D	\$ 29.78 (1)	0	I	See footnote (2)
Common Stock						5,150 (4)	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Equity Swap (obligation to buy)	\$ 28.55	04/28/2009	X/K			<u>1</u> (1)	12/31/2008	07/31/2009	Common Stock	1,500,000
Equity Swap (obligation to buy)	\$ 29.07	04/28/2009	X/K			1	01/23/2008	01/28/2015	Common Stock	1,000
Equity Swap (obligation to buy)	\$ 28.58	04/28/2009	X/K			1	01/24/2008	01/25/2010	Common Stock	1,000
Equity Swap (obligation to buy)	\$ 28.66	04/28/2009	X/K			1	01/09/2008	05/16/2011	Common Stock	1,000
Equity Swap (obligation to buy)	\$ 28.6	04/28/2009	X/K			1	01/23/2008	01/22/2018	Common Stock	1,000
Equity Swap (obligation to buy)	\$ 29.78	04/29/2009	X/K			<u>1</u> (1)	12/31/2008	07/31/2009	Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOHN CHRISTOPHER C/O THE CHILDREN'S INVESTMENT FUND MANAGEMENT (UK) LLP 7 CLIFFORD STREET LONDON, X0 W1S 2WE	X			See Remarks
Childrens Investment Fund Management (UK) LLP 7 CLIFFORD STREET LONDON, X0 W1S 2WE				See Remarks

CHILDREN'S INVESTMENT FUND MANAGEMENT (CAYMAN)
LTD.

PO BOX 309GT UGLAND HOUSE
SOUTH CHURCH STREET, GEORGE TOWN
GRAND CAYMAN, E9 BWI

See Remarks

CHILDREN'S INVESTMENT MASTER FUND

PO BOX 309GT UGLAND HOUSE
SOUTH CHURCH STREET, GEORGE TOWN
GRAND CAYMAN, E9 BWI

See Remarks

Signatures

/s/ Christopher Hohn

04/30/2009

__Signature of Reporting Person

Date

/s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner

04/30/2009

__Signature of Reporting Person

Date

/s/ The Children's Investment Fund Management (Cayman) Ltd., by David DeRosa, Director

04/30/2009

__Signature of Reporting Person

Date

/s/ The Children's Investment Master Fund, by David DeRosa, Director

04/30/2009

__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) A portion of the equity swap was settled pursuant to its terms based on the volume weighted average price of the Common Stock of the Issuer on the Transaction Date. The price pursuant to Rule 16b-6(c)(2) is set forth in Column 4 of Table I and Column 2 of Table II. The settlement of the equity swap and the reported purchase of Common Stock in connection therewith are exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16b-6(b) thereunder.

(2) The Children's Investment Fund Management (Cayman) Ltd., a Cayman Islands exempted company ("TCIF") and The Children's Investment Fund Management (UK) LLP, an English limited liability partnership ("TCIF UK") serve as management companies for The Children's Investment Master Fund, a Cayman Islands exempted company (the "TCI Fund"). Christopher Hohn is the managing partner of TCIF UK and the 100% owner of TCIF, and therefore is in a position to determine the investment and voting decisions made by the TCI Fund. The Reporting Persons disclaim beneficial ownership of any and all securities reported herein in excess of their respective pecuniary interest therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose. Mr. Hohn is a director of the Issuer.

(3) The equity swap was settled pursuant to its terms based on the market price of the Common Stock of the Issuer at the time of settlement. The price pursuant to Rule 16b-6(c)(2) is set forth in Column 4 of Table I and Column 2 of Table II. The settlement of the equity swap and the reported purchase of Common Stock in connection therewith are exempt from Section 16(b) of the Exchange Act, pursuant to Rule 16b-6(b) thereunder.

(4) Shares of Common Stock previously reported as an exempt payment pursuant to Rule 16b-3 to Mr. Hohn of director's fees and/or annual retainer in the form of Common Stock of the Issuer pursuant to the CSX Corporation Stock Plan for Directors. Such shares of Common Stock are held directly by Mr. Hohn for the benefit of the TCI Fund.

Remarks:

TCIF UK, TCIF and the TCI Fund may be deemed to be directors by deputization by virtue of the fact that Mr. Hohn, the managing partner of TCIF UK and the 100% owner of TCIF, serves on the board of directors of the Issuer.

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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