

HOHN CHRISTOPHER

Form 4

October 01, 2008

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 MGMT, 7
CLIFFORD ST**

(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)
09/29/2008

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)

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	09/29/2008		A	150 ⁽¹⁾ A \$ 0	17,797,148 ⁽²⁾ ₍₃₎ I		See footnotes ⁽²⁾ ⁽³⁾

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
HOHN CHRISTOPHER C/O THE CHILDREN'S INVESTMENT FUND MGMT 7 CLIFFORD ST 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	10/01/2008
**Signature of Reporting Person	Date
/s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner	10/01/2008
**Signature of Reporting Person	Date
/s/ The Children's Investment Fund Management (Cayman) Ltd., by David de Rosa, Director	10/01/2008

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__Signature of Reporting Person

Date

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

10/01/2008

__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) Exempt payment 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 for the benefit of The Children's Investment Master Fund.

Includes shares of Common Stock of the Issuer beneficially owned by The Children's Investment Master Fund, a Cayman Islands exempted company (the "TCI Fund"). 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 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.
- (2) 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)

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. 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.