CSX CORP Form 4 March 17, 2006

FORM 4

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

OMB APPROVAL

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Expires:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARD MICHAEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CSX CORP [CSX]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

CSX CORPORATION, 500 WATER 03/15/2006

below)

Chairman, President & CEO

(Check all applicable)

STREET, 15TH FLOOR (Street)

(State)

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

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

X Form filed by One Reporting Person

Form filed by More than One Reporting

JACKSONVILLE, FL 32202

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		_ ***					, F	,	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/15/2006		M	21,600 (1)	A	\$ 51.4375	140,682	D	
Common Stock	03/15/2006		S	21,600	D	\$ 57.15	119,082	D	
Common Stock							62,858	I	By wife
Common Stock							2,045.9298	I	401(k) (4)
Common Stock							66,217	I	Executives Stock Trust (3)

Common 1,798.0686 I Stock

Executive Deferred Compensation Plan (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 orDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 51.4375	03/15/2006		M	21,600	04/25/2005	04/26/2006	Common Stock	21,600

Reporting Owners

Reporting Owner Name / Address	Relationships						
and the second	Director	10% Owner	Officer	Other			
WARD MICHAEL J CSX CORPORATION 500 WATER STREET, 15TH FLOOR JACKSONVILLE, FL 32202	X		Chairman, President & CEO				

Signatures

Option

Michael J. Ward by Juan M. Diaz, 03/15/2006 attorney-in-fact

**Signature of Reporting Person

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).
- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading program adopted by the reporting person on **(1)** February 6, 2006.

Reporting Owners 2

Date

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- (2) By Trustee, CSX Executive Deferred Compensation Plan.
- (3) By Trustee, CSX Executives Stock Trust.
- (4) By Trustee, CSX Tax Savings Thrift Plan.

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.