

CSX CORP
Form 8-K
July 30, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 29, 2004

CSX CORPORATION

(Exact name of registrant as specified in its charter)

Virginia

**(State or other jurisdiction of
incorporation or organization)**

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001-08022
(Commission
File No.)

62-1051971
(I.R.S. Employer
Identification No.)

500 Water Street, 15th Floor, Jacksonville, FL 32202

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(904) 359-3200

N/A

(Former name or former address, if changed since date of last report)

ITEM 5. OTHER EVENTS

On July 29, 2004, CSX Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc. and UBS Securities LLC (collectively, the Underwriters) for the public offering of \$300,000,000 aggregate principal amount of the Company s Floating Rate Notes due 2006 (the Notes). Interest on the Notes will be based on the Three Month LIBOR Rate plus 30 basis points (0.30%) and will be reset quarterly. The Notes will be issued pursuant to an indenture, dated as of August 1, 1990, between the Company and JPMorgan Chase Bank, formerly The Chase Manhattan Bank, as trustee, as supplemented and amended, and an Action of Authorized Pricing Officers dated July 29, 2004. The Notes have been registered under the Securities Act of 1933, as amended (the Act), by a Registration Statement on Form S-3 (Registration No. 333-113637) which was declared effective March 31, 2004. On July 30, 2004, the Company filed with the Securities and Exchange Commission, pursuant to Rule 424(b)(5) under the Act, its Prospectus, dated March 31, 2004, and Prospectus Supplement, dated July 29, 2004, pertaining to the offering and sale of the Notes.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

- (c) Exhibits required to be filed by Item 601 of Regulation S-K.

The following exhibits are filed as a part of this report.

- 4.1 Action of Authorized Pricing Officers dated July 29, 2004
- 4.2 Form of Note
- 5.1 Opinion of McGuireWoods LLP as to the validity of the Notes
- 12.1 Calculation of Ratio of Earnings to Fixed Charges
- 23.1 Consent of McGuireWoods LLP contained in the opinion filed as Exhibit 5.1

Signature

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CSX CORPORATION

By: /s/ David A. Boor

David A. Boor
Vice President Tax and Treasurer

Date: July 30, 2004

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EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
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