

FITZSIMMONS ELLEN M  
Form 5  
January 30, 2006

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
FITZSIMMONS ELLEN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President-Law

(Last) (First) (Middle)  
500 WATER STREET, 15TH FLOOR  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/30/2005

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price  |  |   |
| Common Stock                    | 12/22/2005                           | ^  | F4(1)                          | 1,363<br>(2)  | D          | \$ 50.425  | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^  | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^  | I (3)  | CSX Corporation Executives Stock Trust                |

Common Stock     1,534.4508     I (4)

CSX Corporation  
401(k) Plan

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. of D. Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for FITZSIMMONS ELLEN M, Senior Vice President-Law.

Signatures

Ellen M. Fitzsimmons     01/30/2006

\*\*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.
(1) Reporting person failed to report on Form 4 the withholding of stock to satisfy tax withholding obligation on vesting of restricted stock.
(2) Withholding of stock to satisfy tax withholding obligation on vesting of restricted stock.
(3) By Trustee, CSX Corporation Executives Stock Trust.
(4) By Trustee, CSX Corporation 401(k) Plan.

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