

CSX CORP  
Form S-8 POS  
July 27, 2009

As filed with the Securities and Exchange Commission on July 27, 2009  
Registration No. 333-66604

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
CSX CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

Virginia  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

500 Water Street, 15th Floor, Jacksonville, Florida  
(Address of Principal Executive Offices)

32202  
(Zip Code)

CSX Corporation 2001 Employee Stock Purchase Plan  
(Full Title of the Plan)

Ellen M. Fitzsimmons, Esq.  
Senior Vice President-Law  
General Counsel and Corporate Secretary  
CSX Corporation  
500 Water Street  
Jacksonville, Florida 32202

(Name and Address of Agent for Service)

904-359-7611

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Steven Kaplan, Esq.  
Arnold & Porter LLP  
555 Twelfth Street, NW  
Washington, DC 20004  
(202) 942-5998

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)



**DEREGISTRATION OF SECURITIES**

Pursuant to a Registration Statement on Form S-8 (File No. 333-66604) under the Securities Act of 1933, as amended, CSX Corporation (the Corporation ) registered for sale to eligible employees pursuant to the CSX Corporation 2001 Employee Stock Purchase Plan (the Plan ) shares of the Corporation s Common Stock. The Plan has terminated. Accordingly, all of the securities registered for sale under the Plan that remain unsold are hereby deregistered pursuant to the Corporation s undertakings in the Registration Statement identified above.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on July 25, 2009.

**CSX CORPORATION**

Date: July 25, 2009

By: /s/ Carolyn T. Sizemore  
Carolyn T. Sizemore, Vice President and  
Controller  
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on July 24, 2009.

| Signature                | Title                                                        |
|--------------------------|--------------------------------------------------------------|
| /s/ Michael J. Ward      | Chairman, President, Chief Executive Officer and<br>Director |
| Michael J. Ward          | (Principal Executive Officer)                                |
| /s/ Oscar Munoz          | Executive Vice President and Chief Financial Officer         |
| Oscar Munoz              | (Principal Financial Officer)                                |
| /s/ Carolyn T. Sizemore  | Vice President and Controller                                |
| Carolyn T. Sizemore      | (Principal Accounting Officer)                               |
| /s/ Alexandre Behring    | Director                                                     |
| Alexandre Behring        |                                                              |
| /s/ John B. Breaux       | Director                                                     |
| John B. Breaux           |                                                              |
| /s/ Steven T. Halverson  | Director                                                     |
| Steven T. Halverson      |                                                              |
| /s/ Edward J. Kelly, III | Director                                                     |
| Edward J. Kelly, III     |                                                              |
| /s/ Gilbert Lamphere     | Director                                                     |

Gilbert Lamphere

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| Signature              | Title    |
|------------------------|----------|
| /s/ John D. McPherson  | Director |
| John D. McPherson      |          |
| /s/ Timothy O Toole    | Director |
| Timothy O Toole        |          |
| /s/ David M. Ratcliffe | Director |
| David M. Ratcliffe     |          |
| /s/ Donald J. Shepard  | Director |
| Donald J. Shepard      |          |

\* By: /s/ Ellen M. Fitzsimmons

Ellen M. Fitzsimmons  
Attorney-in-fact

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**INDEX OF EXHIBITS**

24.1 Powers of Attorney (filed herewith)