

HOHN CHRISTOPHER
Form 3
September 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

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|--|--|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>HOHN CHRISTOPHER</p> <p>(Last) (First) (Middle)</p> <p>C/O THE CHILDREN'S INVESTMENT FUND MGMT, 7 CLIFFORD ST</p> <p>(Street)</p> <p>LONDON, X0 W1S 2WE</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/22/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CSX CORP [CSX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$1.00 par value | 17,796,998 | I | See footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|------------------|-----------------|--------------------------------|----------------------------|----------|---------------------------------------|-------------------------|
| Equity Swap (obligation to buy) | 01/09/2008 | 05/16/2011 | Common Stock, \$1.00 par value | 1,000 | \$ 44.3 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/09/2008 | 12/16/2008 | Common Stock, \$1.00 par value | 1,000 | \$ 44.23 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/14/2008 | 01/02/2009 | Common Stock, \$1.00 par value | 28,410,100 | \$ 43.48 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/23/2008 | 01/22/2018 | Common Stock, \$1.00 par value | 1,000 | \$ 44.14 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/23/2008 | 01/28/2015 | Common Stock, \$1.00 par value | 1,000 | \$ 44.1 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/23/2008 | 12/31/2008 | Common Stock, \$1.00 par value | 10,000 | \$ 43.26 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/24/2008 | 01/25/2010 | Common Stock, \$1.00 par value | 1,000 | \$ 44.48 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 01/28/2008 | 12/31/2008 | Common Stock, \$1.00 par value | 17,974,900 | \$ 42.63 | I | See footnote <u>(1)</u> |
| Equity Swap (obligation to buy) | 02/06/2008 | 02/27/2009 | Common Stock, \$1.00 par value | 1,000 | \$ 44.33 | I | See footnote <u>(1)</u> |

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 | Â X | Â | Â | See Remarks |
| Childrens Investment Fund Management (UK) LLP 7 CLIFFORD STREET LONDON, X0 W1S 2WE | Â | Â | Â | See Remarks |
| CHILDREN'S INVESTMENT FUND MANAGEMENT (CAYMAN) LTD. PO BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GEORGE TOWN GRAND CAYMAN, E9 BWI | Â | Â | Â | See Remarks |
| CHILDREN'S INVESTMENT MASTER FUND PO BOX 309GT UGLAND HOUSE SOUTH CHURCH STREET, GEORGE TOWN GRAND CAYMAN, E9 BWI | Â | Â | Â | See Remarks |

Signatures

| | | | | |
|---|---------------------------------|--|--|------------|
| /s/ Christopher Hohn | | | | 09/29/2008 |
| | **Signature of Reporting Person | | | Date |
| /s/ The Children's Investment Fund Management (UK) LLP, by Christopher Hohn, Managing Partner | | | | 09/29/2008 |
| | **Signature of Reporting Person | | | Date |
| /s/ The Children's Investment Fund Management (Cayman) Ltd., by David de Rosa, Director | | | | 09/29/2008 |
| | **Signature of Reporting Person | | | Date |
| /s/ The Children's Investment Master Fund, by David de Rosa, Director | | | | 09/29/2008 |
| | **Signature of Reporting Person | | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 Children's Investment Master Fund, a Cayman Islands exempted company (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. 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.

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Remarks:

TCIF UK, TCIF and the TCI Fund may be deemed to be directors by deputization by virtue of of a managing partner of TCIF UK and the 100% owner of TCIF, serves on the board of directors

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.