

CSX CORP  
Form 8-K  
November 14, 2003

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

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**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): November 12, 2003**

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**CSX CORPORATION**

(Exact name of registrant as specified in its charter)

**Virginia**

(State or other jurisdiction of  
incorporation or organization)

**001-08022**  
(Commission)

**62-1051971**  
(I.R.S. Employer)

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File No.)

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)**

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ITEM 5. OTHER EVENTS

On November 12, 2003, CSX Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Credit Suisse First Boston LLC, as representatives for the underwriters named therein (collectively, the Underwriters), for the public offering of \$200,000,000 aggregate principal amount of the Company's 5.30% Notes due 2014 (the 2014 Notes) and \$200,000,000 aggregate principal amount of the Company's 2.75% Notes due 2006 (together with the 2014 Notes, the Notes). 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 November 12, 2003. 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. 333-103567) which was declared effective March 11, 2003. On November 14, 2003, the Company filed with the Securities and Exchange Commission, pursuant to Rule 424(b)(5) under the Act, its Prospectus, dated March 11, 2003, and Prospectus Supplement, dated November 12, 2003, 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.

- 1.1 Underwriting Agreement, dated November 12, 2003, among the Company and the Underwriters
- 4.1 Action of Authorized Pricing Officers dated November 12, 2003
- 4.2 Form of 2014 Note
- 4.3 Form of 2006 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 and Treasurer

Date: November 14, 2003

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
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4.3	Form of 2006 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