

CSX CORP  
Form FWP  
January 15, 2009

Filed Pursuant to Rule 433  
Registration No. 333-140732

PRICING TERM SHEET

7.375% Notes Due 2019

|                               |  |
|-------------------------------|--|
| Issuer:                       | CSX Corporation  |
| Security:                     | 7.375% Notes due 2019  |
| Size:                         | \$500,000,000  |
| Maturity Date:                | February 1, 2019   |
| Coupon:                       | 7.375%   |
| Interest Payment Dates:       | February 1st and August 1st, commencing August 1st, 2009   |
| Price to Public:              | 99.361%  |
| Benchmark Treasury:           | 3.750% due November 15, 2018   |
| Benchmark Treasury Yield:     | 2.216%   |
| Spread to Benchmark Treasury: | +525 bp  |
| Yield:                        | 7.466%   |
| Make-Whole Call:              | T + 50 bp  |
| Expected Settlement Date:     | January 20, 2009   |
| CUSIP:                        | 126408 GQ0   |
| Anticipated Ratings:          | Baa3 (Stable) by Moody's Investors Service, Inc.<br>BBB- (Negative) by Standard & Poor's Ratings Services<br>BBB- (Stable) by Fitch Ratings Ltd. |
| Joint Book-Running Managers:  | Credit Suisse Securities (USA) LLC<br>J.P. Morgan Securities Inc.<br>UBS Securities LLC  |
| Senior Co-Managers:           | Barclays Capital Inc.<br>Citigroup Global Markets Inc.<br>Deutsche Bank Securities Inc.<br>Morgan Stanley & Co. Incorporated                     |

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Co-Managers: Mitsubishi UFJ Securities International plc  
Mizuho Securities USA Inc.  
Scotia Capital (USA) Inc.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll free at 1 (800) 221-1037, J.P. Morgan Securities Inc. at 1-212-834-4533 or UBS Securities LLC toll free at 1 (877) 827-6444 ext 561-3884.