Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK S Form 4 March 11, 200	OUTHERN COF	₹P							
FORM	4 UNITED S		ITIES AND EX(COMMISSION	OMB	PPROVAL 3235-0287		
							January 31, 2005 average irs per 0.5		
(Print or Type Ro	esponses)								
1. Name and Ac HILLIARD I	ldress of Reporting P LANDON	Symbol	NORFOLK SOUTHERN CORP			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 140 BROAD		iddle) 3. Date of (Month/D 03/10/20			X Director Officer (give below)		6 Owner er (specify		
			ndment, Date Original th/Day/Year)		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NEW YORK	, NY 10005				Form filed by N Person	Nore than One Re	eporting		
(City)	(State) (Z	Zip) Table	e I - Non-Derivative S	Securities Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	 3. 4. Securi TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, Code V Amount 	l (A) or d of (D) 4 and 5) (A) or	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock					11,000	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s 1 1		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	03/10/2005	A <u>(1)</u>	97	<u>(1)</u>	<u>(1)</u>	Common Stock	97	\$ 37.45 (1)

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Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
HILLIARD LANDON 140 BROADWAY NEW YORK, NY 10005	Х					
Signatures						
D. M. Martin, via P.O.A. for Landon Hilliard		0	5			
**Signature of Reporting Person	ı		Date			
Evalenction of De	~ ~ ~ ~					

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. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reports the number of Deferred Stock Units, exempt under Section 16b(3), credited to the account of the reporting person as of March 10,
(1) 2005, under the terms of the Outside Directors' Deferred Stock Unit Program, on the basis of the market value of the Common Stock on the dividend payment date. These Units ultimately will be satisfied in cash, not in shares of Common Stock.

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.