#### HILLIARD LANDON

Form 4

December 13, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * HILLIARD LANDON			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
<i>(</i> <b>T</b> )	(E')	acii)	[NSC]								
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					X Director Officer (given		6 Owner er (specify	
140 BROADWAY			12/10/2005					below)	below)		
				f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
NEW YORK											
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securit	ies Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. SecuritonAcquired Disposed (Instr. 3,	(A) or of (D)	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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 **SEC 1474** information contained in this form are not (9-02)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)

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1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)		4.	atio	5. Nu	mber	6. Date Exer		7. Title and A		8. Price of Derivative
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Monul/Day/Tear)	Execution Date, if any (Month/Day/Year)	Code (Instr.	Derivative		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(1)	12/10/2005		A <u>(1)</u>		101		<u>(1)</u>	<u>(1)</u>	Common Stock	101	\$ 42.9 (1)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Transfer and an area are	Director	10% Owner	Officer Othe					
HILLIARD LANDON 140 BROADWAY NEW YORK, NY 10005	X							

# **Signatures**

D. M. Martin, via P.O.A. for Landon Hilliard

\*\*Signature of Reporting Person Date

## **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 credited to the reporting person's account in the Norfolk Southern Corporation Outside Directors' Deferred Stock Unit Program in the form of dividend equivalent payments on deferred stock units held under the plan,

(1) calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.

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.

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