Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK SOUTHERN C Form 4 March 14, 2006	CORP								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COM Washington, D.C. 20549					COMMISSION	-	PPROVAL 3235-0287		
Check this box Expires:							irs per		
(Print or Type Responses)									
1. Name and Address of Reportin CORRELL ALSTON D	2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) 133 PEACHTREE STREE	(Middle) T, N.E.	3. Date of (Month/Da 03/10/20	-	nsaction		X Director Officer (give below)		6 Owner er (specify	
(Street)	reet) 4. If Amen Filed(Mont			e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
ATLANTA, GA 30303						Form filed by I Person	More than One Ro	eporting	
(City) (State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of 2. Transaction I Security (Month/Day/Ye (Instr. 3)	ar) Executio any	on Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(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						8,000	D		

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

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 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and An Underlying Sec (Instr. 3 and 4)		Securities	8. Price Derivati Security (Instr. 5	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units-Def. Fee Plan	<u>(1)</u>	03/10/2006		A <u>(1)</u>	49	<u>(1)</u>	<u>(1)</u>	Common Stock	49	\$ 50.8 (<u>1)</u>
Deferred Stock Units	(2)	03/10/2006		A <u>(2)</u>	76	(2)	(2)	Common Stock	76	\$ 50.0 (2)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CORRELL ALSTON D 133 PEACHTREE STREET, N.E. ATLANTA, GA 30303	Х						
Signatures							
D. M. Martin, via P.O.A. for Alstor Correll	n D.	03/14/2006					
**Signature of Reporting Person		I	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 Directors'

(1) Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, 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.

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,

(2) 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.

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