Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK SOUTHERN CORP

Form 4

September 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box

Form 5 obligations may continue.

See Instruction

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).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HILLIARD LANDON			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	, ,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				X Director Officer (gives) below)		6 Owner er (specify		
140 BROADWAY			09/10/2008					below)	below)		
	(Street) 4			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)							Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	Table I - Non-Derivative Securities Acq				quired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Da	ite 2A. Dec	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	rity (Month/Day/Year) Execut		on Date, if TransactionAcquire			Acquired (A) or		Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed	`	·	Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(1115tr. 5 and 4)			

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.

D

13,745

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 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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	09/10/2008		A(1)	217	<u>(1)</u>	<u>(1)</u>	Common Stock	217	\$ 65.

Reporting Owners

NEW YORK, NY 10005-1101

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other HILLIARD LANDON X 140 BROADWAY

Signatures

H. D. McFadden, via P.O.A. for Landon Hilliard

09/12/2008

**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 restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term Incentive Plan in the form of dividend equivalent payments on restricted 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 common stock upon the reporting person's termination of service or death.

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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