## Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK SO Form 4 February 02, 2	OUTHERN CO	RP										
								OMB A	PPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
	Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: Estimated a	January 31, 2005 average			
Section 16.	Section 16. SECURITIES							burden hou	burden hours per			
Form 4 or Form 5	Filed pur	suant to '	Section 16	$\delta(a)$ of the	Securiti	es Exchan	The $A_{ct}$ of $103/$	response	0.5			
Form 5 obligations may continue. See Instruction 1(b). 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												
(Print or Type Re	sponses)											
1. Name and Address of Reporting Person <u>*</u> LEER STEVEN F			2. Issuer Name <b>and</b> Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (M	Aiddle)	3. Date of	Earliest Tra	insaction		_X_ Director		6 Owner			
			(Month/Day/Year) 01/29/2009				Officer (give below)	e title Oth below)	er (specify			
(Street)			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)Applicable Line)_X_ Form filed by C						One Reporting Person Iore than One Reporting						
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned			
	2. Transaction Date (Month/Day/Year)	Execution any	emed on Date, if /Day/Year)	Code		(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)	Indirect Beneficial			
Common Stock							4,200	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Transaction of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/29/2009		A <u>(1)</u>	4,000 (1)		(1)	(1)	Common Stock	4,000	2

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of the rame ( radios	Director	10% Owner	Officer	Other			
LEER STEVEN F CITYPLACE ONE, SUITE 300 ST. LOUIS, MO 63141	Х						
Signatures							
H. D. McFadden, via P.O.A. for S Leer	02/02/2009						
**Signature of Reporting Person	Date						
Explanation of Res	pons	es:					

- \* 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, exempt under Section 16(b), granted and credited to the account of the reporting person on January 29, 2009, specified under the terms of an award agreement under the Norfolk Southern Corporation Long-Term Incentive Plan.

(1) January 29, 2009, spectred under the terms of an award agreement under the Norrok Southern Corporation Long-Term Incentive Fran.
 (1) Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be settled in Common Stock of Norfolk Southern Corporation following such Eligible Director'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.