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HIXON JAM Form 4	IES A									
February 02,	2009									
FORM	4					~~~			OMB AF	PROVAL
Washington, D.C. 20549								OMB Number:	3235-0287	
	Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:	January 31, 2005
subject to STATEMENT OF CH Section 16. Form 4 or				GES IN SECUR			LOWF	NEKSHIP OF	Estimated average burden hours per response 0.	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the l	Public U	tility Hold		ipany	Act of	e Act of 1934, 1935 or Sectior 0		0.0
(Print or Type F	Responses)									
			Symbol	2. Issuer Name and Ticker or Trading ymbol				5. Relationship of Reporting Person(s) to Issuer		
N [1				OLK SOU	THERN	COR	2P	(Check all applicable)		
(Month				of Earliest Transaction /Day/Year) /2009				Director 10% Owner Officer (give title Other (specify below) below) Exec.VP-Law & Corp. Relations		
(Street) 4. If Ame				endment, Date Original				6. Individual or Joint/Group Filing(Check		
				nth/Day/Year	-			Applicable Line) _X_ Form filed by O		
NORFOLK,	, VA 23510							Form filed by M Person	ore than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	uired, Disposed of,	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
_				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/27/2009			М	10,000	А	<u>(1)</u>	114,011	D	
Common Stock	01/27/2009			D	10,000	D	\$ 36.57	104,011	D	
Common Stock	01/29/2009			A <u>(2)</u>	8,720	А	<u>(2)</u>	112,731	D	
Common Stock								7,337 <u>(3)</u>	Ι	By 401(k) Plan

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. Transactio Code (Instr. 8)	5. Number onDerivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired posed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy) granted 2009	\$ 38.705	01/29/2009		A <u>(4)</u>	37,000		01/29/2013	01/28/2019	Commor Stock
Restricted Stock Units	(1)	01/27/2009(1)		M <u>(1)</u>		10,000 (1)	<u>(1)</u>	<u>(1)</u>	Commor Stock
Restricted Stock Units	(5)	01/29/2009		A <u>(5)</u>	9,900 (5)		01/29/2014(5)	01/29/2014(5)	Commor Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HIXON JAMES A THREE COMMERCIAL PLACE NORFOLK, VA 23510			Exec.VP-Law & Corp. Relations				

Signatures

H. D. McFadden, via P.O.A. for James A. Hixon

**Signature of Reporting Person

02/02/2009 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).

(1) Reports cash payment to the reporting person for restricted stock units, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan, exempt under Section 16(b), based on the Fair Market Value of the Common Stock on January 27, 2009.

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(2) Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).

Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of January 29, 2009, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

(4) Reports the grant to the reporting person of an option to purchase 37,000 shares of common stock under the Norfolk Southern Corporation Long-Term Incentive Plan (a Rule 16b-3 plan).

Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on
 (5) January 29, 2009, under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be satisfied in Common Stock on January 29, 2014.

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.