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Manion Mar Form 4												
February 01												
FORM	14 UNITED	статгс	SECII	DITIE	с л	ND FY	∼цл	NCE CO	OMMISSION		PROVAL	
	UNITED	STATES				, D.C. 20		NGE CU	JUINISSION	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 Section 16. Form 4 or						BENEFI	ICIA	LUWN	ERSHIP OF	Estimated average burden hours per response 0		
Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed pur ons Section 17(a) of the H	Public U	tility 1	Hole		ipany	y Act of	Act of 1934, 1935 or Section)		0.5	
(Print or Type	Responses)											
									5. Relationship of Reporting Person(s) to Issuer			
			[NSC]	JLK S	SOL	IHERN	COF	ΚΡ	(Check	all applicable)	
(Mo			(Month/I	Date of Earliest Transaction /onth/Day/Year) 1/28/2010					Director 10% Owner X Officer (give title Other (specify below) below) Exec. V. P Operations			
	(Street)		4 If Ame	endmen	t Da	ate Origina	1		6. Individual or Joi	-		
			Filed(Mo			-			Applicable Line) _X_ Form filed by O Form filed by Mo	ne Reporting Per	rson	
NORFOLK	, VA 23510								Person		porting	
(City)	(State)	(Zip)	Tab	le I - N	on-I	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					SecuritiesOBeneficiallyHOwnedHFollowingOReported(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	01/28/2010			М		16,400	А	<u>(1)</u>	87,805	D		
Common Stock	01/28/2010			D		16,400	D	\$ 48.875	71,405	D		
Common Stock	01/29/2010			A <u>(2)</u>		12,461	А	<u>(2)</u>	83,866	D		
Common Stock									5,544.8319 (3) (4)	Ι	By 401(k) Plan	

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 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)	4. Transactio Code (Instr. 8)	5. Number onDerivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exercisab 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 2010	\$ 47.76	01/29/2010		A <u>(5)</u>	26,500		01/29/2014	01/28/2020	Commor Stock
Restricted Stock Units	(1)	01/28/2010(1)		M <u>(1)</u>		16,400 (1)	<u>(1)</u>	<u>(1)</u>	Commor Stock
Restricted Stock Units	<u>(6)</u>	01/29/2010		A <u>(6)</u>	4,000 (<u>6)</u>		01/29/2015 <u>(6)</u>	01/29/2015 <u>(6)</u>	Commor Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Manion Mark D THREE COMMERCIAL PLACE NORFOLK, VA 23510			Exec. V. P Operations				

Signatures

H. D. McFadden,	via P.O.A.	for M. D.
Manion		

02/01/2010

<u>**</u>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).

(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 28, 2010.

(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, 2010 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) Starting January 1, 2010, Norfolk Southern began reporting fractional shares up to four decimal places when applicable.
- (5) Reports the grant to the reporting person of an option to purchase 26,500 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
 (6) January 29, 2010, 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, 2015.

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.