Edgar Filing: JOYCE BURTON M - Form 4

JOYCE BUR Form 4										
September 12	Л	D STATES					COMMISSION	ОМВ	PPROVAL 3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er STATI 5. Filed p ^s Section 1	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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						Expires: Estimated a burden hou response	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	esponses)									
1. Name and Ad JOYCE BUF	ddress of Reporti RTON M	ng Person <u>*</u>	Symbol Issuer NORFOLK SOUTHERN CORP (Check all definition of the second def		f Reporting Per ck all applicable					
(Last) 6217 FAIRW	(First) VAY BAY BL	(Middle)		ay/Year)	nsaction		Officer (give		6 Owner er (specify	
				endment, Date Original nth/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
GULFPORT	, FL 33707-39	975					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 Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4) 5,000	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative6. Date Exercisable and Expiration Date (Month/Day/Year)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units - Dir. Def. Fee Plan	<u>(1)</u>	09/10/2012		A <u>(1)</u>	64.572	<u>(1)</u>	(1)	Common Stock	64.572
Restricted Stock Units	<u>(2)</u>	09/10/2012		A <u>(2)</u>	220.9125	(2)	(2)	Common Stock	220.912:

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOYCE BURTON M 6217 FAIRWAY BAY BLVD. S GULFPORT, FL 33707-3975	Х						
Signatures							
H. D. McFadden, via P.O.A. for Burton M.							
Joyce	09/12/2012						
**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 deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis

(1) Deteried ree han in the form of a deened reinvestment of dividends on defened stock units ned 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 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

(2) Internive ran in the form of divident equivalent payments on restricted stock units neid 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.