Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK S Form 4 June 12, 2013		CORP									
FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549Check this box if no longer subject to Section 16. Form 4 or Form 5 						SION	OMB A OMB Number:	PPROVAL 3235-0287			
						Expires:January 31, 2005Estimated average burden hours per response0.5					
(Print or Type R	esponses)										
1			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				5. Relations Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 66-4 ELY'S I	(First) FERRY ROA	(Middle) D	3. Date of (Month/Da 06/10/20	-	nsaction		X Direc Office below)	etor er (give t		6 Owner er (specify	
Filed(M				f Amendment, Date Original ed(Month/Day/Year)			Applicable L _X_ Form fil	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
LYME, CT (Person	<i>ou oy 1</i> 11			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities	Acquired, Dispo	osed of,	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)	Code	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount o Securities Beneficially Owned Following Reported	F (I (5. Ownership Form: Direct D) or ndirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	or	Transaction((Instr. 3 and 3,000	4))		

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)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	06/10/2013		A <u>(1)</u>	95.661	<u>(1)</u>	<u>(1)</u>	Common Stock	95.661	\$

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Reporting Owners

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
HORN KAREN N 66-4 ELY'S FERRY ROAD LYME, CT 06371	Х						
Signatures							
H. D. McFadden via P.O.A. for Horn	Γ.	06/12/2013					

<u>**Signature of Reporting Person</u>

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

(1) Incentive Fian in the form of dividend 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.