Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK SO Form 4 February 01, 20		Р							
FORM	1							PPROVAL	
FORM 4 UNITED STATES SECURITIES AND E Washington, D.C.								3235-0287	
Check this bo if no longer subject to		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							
Section 16. Form 4 or	Section 16. SECURITIES						burden hours per response 0.5		
Form 5 obligations may continue.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 19401(b).									
(Print or Type Resp	ponses)								
1. Name and Address of Reporting Person <u>*</u> CARP DANIEL A			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 2625 BULRUS		ddle) 3. Da (Mon	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2010			X_ Director10% Owner Officer (give titleOther (specify below)below)			
(Street) 4. If An			If Amendment, Date Original led(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
X Form filed by O						one Reporting Person fore than One Reporting			
(City)	(State) (Z	Cip)	Table I - Non-D	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	ly Owned	
	. Transaction Date Month/Day/Year)	Execution Date any	on Date, if TransactionAcquired Code Disposed 'Day/Year) (Instr. 8) (Instr. 3, 4		(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			Code V	Amount	(D) Price	3,255.9787 <u>(1)</u> (2)	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)	4. Transact: Code (Instr. 8)	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	01/29/2010		A <u>(3)</u>	3,000 (3)	(3)	(3)	Common Stock	3,000	Q

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARP DANIEL A 2625 BULRUSH LANE NAPLES, FL 34105	Х						
Signatures							
H. D. McFadden via P.O.A. for Carp	Α.	02/01/2010					
**Signature of Reporting Perso		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) Includes 255.9787 shares of Common Stock acquired by the reporting person as a result of participating in the Norfolk Southern Corporation Dividend Reinvestment Plan.
- (2) Starting January 1, 2010, Norfolk Southern began reporting fractional shares up to four decimal places when applicable.

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, 2010, specified under the terms of an award agreement under the Norfolk Southern Corporation Long-Term Incentive Plan.

(3) Failuary 29, 2010, specified under the terms of an award agreement under the Norrolk Southern Corporation Long-Term Incentive Fran.
 (3) 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.