Edgar Filing: JOYCE BURTON M - Form 4

if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires. 200 Estimated average burden hours per	JOYCE BUR Form 4									
if no longer subject to Section 16. SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue. Sec linstruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person. JOYCE BURTON M Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) MORFOLK SOUTHERN CORP [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SOUTH PASADENA, FL 33707 (City) (State) (Zip) South A State 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Scurity (Month/Day/Year) (City) (State) (Zip) Cate 1 - Non-Derivative Securities South Acquired, Disposed of, or Beneficially Owned 1. Title of Scurity (Month/Day/Year) (City) (State) (Zip) Cate 1 - Non-Derivative Securities South Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) (City) (State) (Zip) Cate 1 - Non-Derivative Securities South of Security (Month/Day/Year) (Month/Day/Year) Code Disposed of() Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) Code V Amount (D) Price (Instr. 3) Code V Amount (D) Price (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)	FORM	4 UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							
1. Name and Address of Reporting Person _ JOYCE BURTON M 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -XDirector (Check all applicable) 7932 SAILBOAT KEY BLVD., 01/29/2010 -XDirector (Month/Day/Year) -Mividual or Joint/Group Filing(Check Applicable Line) -XForm filed by One Reporting Person 	if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru-	Filed purs Section 17(a)	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						Estimated average burden hours per response 0.5	
JOYCE BURTON M Symbol NORFOLK SOUTHERN CORP [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 7932 SAILBOAT KEY BLVD., #206 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) SOUTH PASADENA, FL 33707 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) (Month/Day/Year) 2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Code V Amount (D) Price (A) or Code V Amount (D) Price (Date 1 - Non-Derivative Securities Acquired (A) or South (Instr. 3) (Month/Day/Year) Code V Amount (D) Price (A) or South (Instr. 4) (Instr. 4) (Instr. 4) (Instr.	(Print or Type R	esponses)								
(Month/Day/Year) (Month/Day/Year) Officer (give tille below) Other (specify below) 7932 SAILBOAT KEY BLVD., 01/29/2010 01/29/2010 Delow) Delow) Delow) #206 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) SOUTH PASADENA, FL 33707 -X_ Form filed by One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Securities Form: Direct Indirect Indirect Indirect (Instr. 3) any (Instr. 8) (Instr. 3, 4 and 5) Owned Endicially (D) or Beneficially Ownership Following (Instr. 4) (A) or Code V Amount (D) Price (Instr. 3 and 4) Common 5000 D	JOYCE BURTON M			Symbol NORFOLK SOUTHERN CORP			Issuer			
Filed(Month/Day/Year) Applicable Line) X_ Form filed by One Reporting Person SOUTH PASADENA, FL 33707 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial I Owned 1.Title of Security 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Instr. 3) (Month/Day/Year) Execution Date, if any 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of (Instr. 3) (Month/Day/Year) (Month/Day/Year) Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) Owned 6. Ownership 7. Nature of (Instr. 4) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (A) or (Instr. 3, 4 and 5) Or Proteid Transaction(s) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (A) or or or Or Owned Indirect (I) Ownership (Instr. 3) Or or or Or Or Or Or	7932 SAILB		(Month	/Day/Year)	ransaction		Officer (give	e title Oth		
SOUTH PASADENA, FL 33707 — Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of Code Disposed of (D) 6. Ownership 7. Nature of Form: Direct Indirect (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Form: Direct Indirect (I) Ownership Following (A) or Code V Amount (D) Price (A) or Code V Amount (D) Price South (D) Price Instr. 3 and 4) Code V Amount (D) Price		(Street)					Applicable Line)			
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect 0. Month/Day/Year) Execution Date, if any (Month/Day/Year) 3. 4. Securities 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect 0. Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Form: Direct Indirect (I) 0. Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 4) 0. Code V Amount (D) Price Following (Instr. 3 and 4) Transaction(s) Common 5.000 D	SOUTH PAS	SADENA, FL 337	707				Form filed by I			
Security (Instr. 3) (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (In	(City)	(State) (Z	Zip) Ta	ble I - Non-E	Derivative S	Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
(00) ()	Security		Execution Date, any	if Transacti Code r) (Instr. 8)	ionAcquired Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
							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. Transacti Code (Instr. 8)	5. Number onof Derivativo 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	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/29/2010		A <u>(1)</u>	3,000 (1)	(1)	<u>(1)</u>	Common Stock	3,000	Q

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
JOYCE BURTON M 7932 SAILBOAT KEY BLVD., #206 SOUTH PASADENA, FL 33707	Х					
Signatures						
H. D. McFadden, via P.O.A. for Burton M.						
Joyce		02/01/	2010			
**Signature of Reporting Person		Da	ate			
Explanation of Respon	ises:					

- * 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, 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.

- (1) January 29, 2010, specified under the terms of an award agreement under the Norrok Southern Corporation Long-Term Incentive Fran.
 (1) 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.
- (2) Starting January 1, 2010, Norfolk Southern began reporting fractional shares up to four decimal places when applicable.

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.