

NORFOLK SOUTHERN CORP  
Form 8-K  
October 23, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
**October 23, 2008 (October 23, 2008)**

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**NORFOLK SOUTHERN CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Virginia**

**1-8339**

**52-1188014**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

**Three Commercial Place**

**(757) 629-2680**

**Norfolk, Virginia**

**23510-9241**

(Registrant's telephone number, including area code)

(Address of principal executive offices)

**No Change**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

Effective as of October 23, 2008, certain of the Registrant's subsidiaries entered into Amendment No. 1 to Transfer and Administration Agreement, attached hereto as Exhibit 99 (the "Amendment"), renewing and amending the Registrant's \$500 million receivables securitization facility. Please see Exhibit 99 to the Registrant's Form 8-K dated November 14, 2007, and Exhibit 10.1 to the Registrant's Form 10-Q for the quarterly period ended March 30, 2008.

The parties to the Amendment are Thoroughbred Funding, Inc., a wholly-owned subsidiary of the Registrant; Norfolk Southern Railway Company, the Registrant's wholly-owned operating subsidiary, as Originator and as Servicer; the Conduit Investors from time to time party thereto; the Committed Investors from time to time party thereto; the Managing Agents from time to time party thereto; JPMorgan Chase Bank, N.A., a national banking association, as the Administrative Agent for the Investors and as a Managing Agent; YC SUSI Trust, a Delaware statutory trust; and Bank of America, National Association, a national banking association.

With respect to the other parties to the Amendment, the Registrant has or may have had customary banking relationships based on the provision of a variety of financial services, including pension fund, cash management, investment banking, and equipment financing and leasing services, none of which are material individually or in the aggregate with respect to any individual party.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is filed as part of this Current Report on Form 8-K:

**Exhibit Number**

**Description**

99

Amendment No. 1 to Transfer and Administration Agreement dated as of October 22, 2008, and effective as of October 23, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

**NORFOLK SOUTHERN CORPORATION**

(Registrant)

          /s/ Reginald J. Chaney          

Name: Reginald J. Chaney

Title: Assistant Corporate Secretary

Date: October 23, 2008

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**EXHIBIT INDEX**

**Exhibit Number**

**Description**

99

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