

NORFOLK SOUTHERN CORP  
Form 8-K  
May 31, 2016

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

**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):**

**May 31, 2016 (May 31, 2016)**

**NORFOLK SOUTHERN CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Virginia**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-8339**  
**(Commission**  
  
**File Number)**

**52-1188014**  
**(I.R.S. Employer**  
  
**Identification No.)**

**Three Commercial Place**

**Norfolk, Virginia**

**23510-9241**

**(Address of principal executive offices)**

**(757) 629-2680**

**(Registrant's telephone number, including area code)**

**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))

**Item 8.01 Entry into a Material Definitive Agreement**

This Current Report on Form 8-K (this Report ) is filed for the purpose of incorporating the contents of this Report in the Registration Statement on Form S-3 (No. 333-202023) (the Registration Statement ) and filing the attached Exhibit No. 12.1 as an exhibit to the Registration Statement.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is filed as part of this Report:

**Exhibit**

<b>No.</b>	<b>Description</b>
12.1	Computation of Ratio of Earnings to Fixed Charges for the three-month period ended March 31, 2016 and each of the five fiscal years in the five-year period ended December 31, 2015.

**SIGNATURE**

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.

**NORFOLK SOUTHERN CORPORATION**  
(Registrant)

By: /s/ Denise W. Hutson  
Name: Denise W. Hutson  
Title: Corporate Secretary

Date: May 31, 2016

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

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