

NORFOLK SOUTHERN CORP  
Form 8-K  
September 17, 2010

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

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FORM 8-K

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

Date of Report (Date of earliest event reported):  
September 16, 2010 (September 16, 2010)

NORFOLK SOUTHERN CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

|                                                               |                                       |                                                       |
|---------------------------------------------------------------|---------------------------------------|-------------------------------------------------------|
| Virginia<br>(State or Other Jurisdiction<br>of Incorporation) | 1-8339<br>(Commission<br>File Number) | 52-1188014<br>(I.R.S. Employer<br>Identification No.) |
|---------------------------------------------------------------|---------------------------------------|-------------------------------------------------------|

|                                                                                                       |                                                                           |
|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Three Commercial Place<br>Norfolk, Virginia<br>23510-9241<br>(Address of principal executive offices) | (757) 629-2680<br>(Registrant's telephone number, including<br>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. Other Events

On September 16, 2010, the Registrant issued a press release announcing that it has commenced a private exchange offer for certain of its outstanding debt securities. The press release is attached as Exhibit 99.1 and is incorporated herein by this reference.

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<br>Number | Description                             |
|-------------------|-----------------------------------------|
| 99.1              | Press release dated September 16, 2010. |

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

SIGNATURES

NORFOLK SOUTHERN CORPORATION  
(Registrant)

By: /s/ Howard D. McFadden  
Name: Howard D.  
McFadden  
Title: Corporate Secretary

Date: September 16, 2010

EXHIBIT INDEX

| Exhibit<br>Number | Description                             |
|-------------------|-----------------------------------------|
| 99.1              | Press release dated September 16, 2010. |