Manion Mark D Form 4 February 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Manion Mark D Issuer Symbol NORFOLK SOUTHERN CORP (Check all applicable) [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) THREE COMMERCIAL PLACE 01/28/2005 Exec. V. P. - Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NORFOLK, VA 23510 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ties Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/28/2005		A(1)	4,822	A	(1)	21,835	D	
Common Stlck	01/28/2005		A(2)	24,600	A	<u>(2)</u>	46,435	D	
Common Stock							4,850 <u>(3)</u>	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)			6. Date Exercisab Expiration Date (Month/Day/Year		7. Title a Underlyin (Instr. 3 a
	Security						Date Exercisable	Expiration Date	Title
Option (right to buy) granted 2005	\$ 34.1	01/28/2005		Code V $A^{(4)}$	(A) 16,000	(D)	01/28/2008(4)	01/27/2015	Commo
Restricted Stock Units	<u>(5)</u>	01/28/2005		A(5)	16,400		<u>(5)</u>	(5)	Commo
Deferred Stock Units	<u>(6)</u>	01/31/2005		A(6)		4,237.3823 (6)	01/31/2005	01/31/2005	Commo

Reporting Owners

Reporting Owner Name / Address	Relationships
Renorting ()wher Name / Address	

Director 10% Owner Officer Other

Manion Mark D

THREE COMMERCIAL PLACE Exec. V. P. - Operations

NORFOLK, VA 23510

Signatures

D. M. Martin, via P.O.A. for M. D. 02/01/2005 Manion

**Signature of Reporting Person 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) Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
- The reporting person was awarded 24,600 shares of restricted stock under the Long-Term Incentive Plan (a Rule 16b-3 plan) on January 28, 2005. These shares will be distributed to the reporting person on the earlier of the expiration of the restriction period or January 28, 2010.
- (3) Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of January 31, 2005, to have been credited to the reporting person's account in the Norfolk Southern Corporation

Reporting Owners 2

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Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

- Reports the grant to the reporting person of option to purchase 16,000 shares of common stock under the Norfolk Southern Corporation

 (4) Long-Term Incentive Plan (a Rule 16b-3 plan). The options may be exercisable in certain cases after January 28, 2006, if the reporting person retires.
- Reports the number of Restricted Stock Units, exempt under Section 16b(3), granted and credited to the account of the reporting person on January 28, 2005, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restriction period or January 28, 2010, whichever is earlier.
- (6) Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents under the Long-Term Incentive Plan (a Rule 16b-3 plan) based on the Fair Market Value of the Common Stock on January 31, 2005.

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.