

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-21**  
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### REPORTING OWNER

#### **MOORMAN CHARLES W**

CIK: **1186073**

Type: **4** | Act: **34** | File No.: **001-08339** | Film No.: **13525539**

Mailing Address

*NORFOLK SOUTHERN  
CORP*

*THREE COMMERCIAL  
PLACE*

*NORFOLK VA 23510-9219*

### ISSUER

#### **NORFOLK SOUTHERN CORP**

CIK: **702165** | IRS No.: **521188014** | State of Incorporation: **VA** | Fiscal Year End: **1231**

SIC: **4011** Railroads, line-haul operating

Mailing Address

*THREE COMMERCIAL PL  
NORFOLK VA 23510-2191*

Business Address

*THREE COMMERCIAL PL  
NORFOLK VA 23510-2191  
7576292680*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>MOORMAN CHARLES W</b>			2. Issuer Name and Ticker or Trading Symbol <b>NORFOLK SOUTHERN CORP [NSC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/21/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
<b>THREE COMMERCIAL PLACE</b>			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>NORFOLK, VA 23510</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	12/21/2012		G	V	3,794	D	\$ 0	21,650.8254	I	By GRATs <sup>(1)</sup>
Common Stock								198,482.8912 <sup>(2)</sup>	D	
Common Stock								2,571.1998 <sup>(3)</sup>	I	By 401(k) Plan

**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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Explanation of Responses:

1. On December 23, 2010, the reporting person contributed a total of 99,812 shares of NSC common stock to two grantor retained annuity trusts (GRAT2 45,812 shares and GRAT3 54,000 shares) for the benefit of himself and his two children. Upon termination of GRAT2 on December 21, 2012, 3,794 of the shares were transferred to the reporting person's children. The remaining 42,018 shares in GRAT2 were previously distributed to the reporting person and continue to be reported in this Form 4 as 'directly owned'. The balance in GRAT3 after previous distributions to the reporting person is 21,650.8254 shares
2. Excludes 21,650.8254 shares held indirectly in grantor retained annuity trust (GRAT), of which 2,470.8254 are dividend reinvestment shares accumulated in the name of the GRAT.
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 December 21, 2012, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

### Signatures

Howard D. McFadden, via P.O.A. for Charles W. Moorman

\*\* Signature of Reporting Person

01/11/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**