

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
SEC Accession No. [0000702165-13-000028](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **MOORMAN CHARLES W**

CIK: **1186073**

Type: **4** | Act: **34** | File No.: **001-08339** | Film No.: **13551886**

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### 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>01/24/2013</b>					
<b>THREE COMMERCIAL PLACE</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(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	01/24/2013		<u>A</u> <sup>(1)</sup>		79,087	A	\$ 0 <sup>(1)</sup>	277,569.8912	D	
Common Stock	01/24/2013		<u>E</u>		37,725	D	\$69.19	239,844.8912	D	
Common Stock	01/24/2013		<u>M</u>		30,000	A	\$ 0 <sup>(2)</sup>	269,844.8912	D	
Common Stock	01/24/2013		<u>E</u>		12,272	D	\$69.19	257,572.8912 <sup>(3)</sup>	D	
Common Stock								21,650.8254	I	By GRAT
Common Stock								2,585.543 <sup>(4)</sup>	I	By 401(k)

**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	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/24/2013		<u>M</u> <sup>(2)</sup>			30,000	01/24/2013 <sup>(2)</sup>	01/24/2013 <sup>(2)</sup>	Common Stock	30,000	\$ 0 <sup>(2)</sup>	79,000	D	
Option (right to buy) granted 2013	\$69.83	01/24/2013		<u>A</u> <sup>(5)</sup>		102,000		01/24/2017	01/23/2023	Common Stock	102,000	<sup>(5)</sup>	102,000	D	
Restricted Stock Units	<sup>(6)</sup>	01/24/2013		<u>A</u> <sup>(6)</sup>		14,000 <sup>(6)</sup>		01/24/2018 <sup>(6)</sup>	01/24/2018 <sup>(6)</sup>	Common Stock	14,000	<sup>(6)</sup>	93,000	D	

**Explanation of Responses:**

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).
2. Represents shares earned by the reporting person that were originally granted as restricted stock units on January 24, 2008, under the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
3. Excludes 21650.8254 shares held indirectly in grantor retained annuity trusts (GRATs)
4. 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 24, 2013, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trusteeed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
5. Reports the grant to the reporting person of an option to purchase shares of common stock under the Norfolk Southern Corporation Long-Term Incentive Plan (a Rule 16b-3 plan).
6. Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on January 24, 2013 under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be satisfied in Common Stock on January 24, 2018.

**Signatures**

[H. D. McFadden, via P.O.A. for C. W. Moorman](#)

\*\* Signature of Reporting Person

[01/28/2013](#)

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.**