

NORFOLK SOUTHERN CORP
Form 4
June 19, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TOBIAS STEPHEN C

(Last) (First) (Middle)
THREE COMMERCIAL PLACE
(Street)

NORFOLK, VA 23510

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORFOLK SOUTHERN CORP
[NSC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chmn. and C.O.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock ⁽¹⁾ | 06/15/2006 | | S | 5,600 D \$ 50.39 | 230,336 | D | |
| Common Stock ⁽¹⁾ | 06/15/2006 | | S | 8,100 D \$ 50.4 | 222,236 | D | |
| Common Stock ⁽¹⁾ | 06/15/2006 | | S | 1,000 D \$ 50.41 | 221,236 | D | |
| Common Stock ⁽¹⁾ | 06/15/2006 | | S | 4,333 D \$ 50.42 | 216,903 | D | |
| Common Stock ⁽¹⁾ | 06/15/2006 | | S | 1,900 D \$ 50.43 | 215,003 | D | |

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| | | | | | | | | |
|-------------------------|------------|---|-------|---|----------|-------------------|---|----------------|
| Common Stock <u>(1)</u> | 06/15/2006 | S | 7,772 | D | \$ 50.44 | 207,231 | D | |
| Common Stock <u>(1)</u> | 06/15/2006 | S | 400 | D | \$ 50.45 | 206,831 | D | |
| Common Stock <u>(1)</u> | 06/15/2006 | S | 400 | D | \$ 50.46 | 206,431 | D | |
| Common Stock <u>(1)</u> | 06/15/2006 | S | 300 | D | \$ 50.47 | 206,131 | D | |
| Common Stock <u>(1)</u> | 06/15/2006 | S | 400 | D | \$ 50.48 | 205,731 | D | |
| Common Stock <u>(1)</u> | 06/15/2006 | S | 200 | D | \$ 50.52 | 205,531 | D | |
| Common Stock | | | | | | 18,033 <u>(2)</u> | I | By 401(k) Plan |

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOBIAS STEPHEN C THREE COMMERCIAL PLACE NORFOLK, VA 23510 | | | Vice Chmn. and C.O.O. | |

Signatures

D. M. Martin, via P.O.A. for Stephen
C.Tobias

06/19/2006

__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) Two Forms 4 are being filed to reflect the exercise of a stock option and sale of the shares acquired, all on June 15, 2006. This is the second of two Forms 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 June 15, 2006, to have been credited to the reporting person's account in the Norfolk Southern Corporation
- (2) Thrift and Investment Plan (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.

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.