NORFOLK SOUTHERN CORP

Form 4 May 09, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(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 MOORMAN CHARLES W Issuer Symbol NORFOLK SOUTHERN CORP (Check all applicable) [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) THREE COMMERCIAL PLACE 05/08/2007 President & CEO (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) Tab | ole I - Non- | Derivative | Secu | rities Acquir | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|-----------------|--|------|------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 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) |
| Common Stock | 05/08/2007 | | Code V M | Amount 22,700 | (D) | Price \$ 16.9375 | 187,233 | D | |
| Common Stock | 05/08/2007 | | S | 19,100 | D | \$ 55 | 168,133 | D | |
| Common Stock | 05/08/2007 | | S | 100 | D | \$ 55.0125 | 168,033 | D | |
| Common Stock | 05/08/2007 | | S | 2,800 | D | \$ 55.02 | 165,233 | D | |
| Common Stock | 05/08/2007 | | S | 100 | D | \$ 55.025 | 165,133 | D | |

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| Stock | 05/08/2007 | S | 600 | D | \$ 55.04 | 154,533 | D | |
|-----------------|------------|---|-----|---|----------|-----------|---|-------------------|
| Common Stock | | | | | | 2,242 (1) | 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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 Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | TransactionDerivative Code Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---------------------------------------|---------------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to buy (granted 2000) | \$ 16.9375 | 05/08/2007 | | M(2) | | 22,700 (2) | 01/31/2001 | 01/30/2010 | Common Stock | 22,700 |

Reporting Owners

Common

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------|-------|--|--|--|--|
| roporting of their runner, raunauss | Director | 10% Owner | Officer | Other | | | | |
| MOORMAN CHARLES W THREE COMMERCIAL PLACE NORFOLK, VA 23510 | X | | President & CEO | | | | | |
| Signatures | | | | | | | | |
| D. M. Martin, via P.O.A. for Charl | es W. | | | | | | | |

05/09/2007 Moorman

> **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)

Reporting Owners 2

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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 May 8, 2007, to have been credited to the reporting person's account in the Norfolk Southern Corporation 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.

(2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

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.