NORFOLK SOUTHERN CORP

Form 4 May 18, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL
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SECURITIES

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

obligations may continue. See Instruction

See Instruction

See Instruction

See Instruction

Output

Section 10(a) of the Section 10(a) of the Section 1934, 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 STEWART MARTA R 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) THREE COMMERCIAL PLACE 05/16/2007 V.P. and Controller (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 23510-2191 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	D erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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							21,407	D	
Common Stock	05/16/2007		<u>I(1)</u>	912	D	\$ 56.79 (1)	3,650 <u>(2)</u>	I	By 401(k) Plan
Common Stock	05/17/2007		<u>I(3)</u>	730	D	\$ 58.32 (3)	2,920 (4)	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

STEWART MARTA R
THREE COMMERCIAL PLACE
NORFOLK, VA 23510-2191
V.P. and
Controller

Signatures

D. M. Martin, via P.O.A. for Marta R. Stewart 05/18/2007

**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).
- On May 16, 2007, the reporting person instructed the administrator of the Thrift and Investment Plan (a trusteed 401(k) Plan) to transfer fund units equivalent in value to approximately 912 whole shares of Norfolk Southern Corporation Common Stock into other investment options available to the reporting person and to all other participants in that Plan. Based on the unit accounting system used by the Plan administrator, this shift resulted in an exempt intra-Plan disposition and transfer of the value of the number of shares indicated.
- Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the (2) Plan Administrator -- as of May 16, 2007, to have been credited to the reporting person's account in the Thrift and Investment Plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- On May 17, 2007, the reporting person instructed the administrator of the Thrift and Investment Plan (a trusteed 401(k) Plan) to transfer fund units equivalent in value to approximately 730 whole shares of Norfolk Southern Corporation Common Stock into other investment options available to the reporting person and to all other participants in that Plan. Based on the unit accounting system used by the Plan administrator, this shift resulted in an exempt intra-Plan disposition and transfer of the value of the number of shares indicated.

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 (4) Plan Administrator -- as of May 17, 2007, to have been credited to the reporting person's account in the Thrift and Investment 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.