#### Edgar Filing: NORFOLK SOUTHERN CORP - Form 3

#### NORFOLK SOUTHERN CORP

Form 3 June 03, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement NORFOLK SOUTHERN CORP [NSC] Earhart Cynthia C (Month/Day/Year) 06/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) THREE COMMERCIAL (Check all applicable) **PLACE** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Exec. V.P.-Administration Person NORFOLK, VAÂ 23510 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock (1) 40,966 Owned by a person whose Common Stock 299 Ι ownership may be attributed to the Executive Officer. Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)	2. Date Exerci Expiration Dat (Month/Day/Year)		3. Title and A Securities Un Derivative Se (Instr. 4)	derlying	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	of Ownership ative (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)		
Option to buy (granted 2004) (2)	01/30/2005	01/29/2014	Common Stock	3,123	\$ 22.02	D	Â	
Option to buy (granted 2005) (2)	01/28/2006	01/27/2015	Common Stock	5,300	\$ 34.1	D	Â	
Option to buy (granted 2006) (2)	01/27/2007	01/26/2016	Common Stock	4,100	\$ 49.425	D	Â	
Option to buy (granted 2007) (2)	01/25/2010	01/24/2017	Common Stock	6,500	\$ 49.555	D	Â	
Option to buy (granted 2008) (2)	01/24/2011	01/23/2018	Common Stock	6,500	\$ 50.74	D	Â	
Option to buy (granted 2009) (2)	01/29/2013	01/28/2019	Common Stock	7,000	\$ 38.705	D	Â	
Option to buy (granted 2010) $\underline{^{(2)}}$	01/29/2014	01/28/2020	Common Stock	5,000	\$ 47.76	D	Â	
Option to buy (granted 2011) (2)	01/27/2015	01/26/2021	Common Stock	4,200	\$ 62.745	D	Â	
Option to buy (granted 2012) (2)	01/26/2016	01/25/2022	Common Stock	3,700	\$ 75.14	D	Â	
Option to buy (granted 2013) (2)	01/24/2017	01/23/2023	Common Stock	5,000	\$ 69.83	D	Â	
Restricted Stock Units	(3)	(3)	Common Stock	6,400 <u>(3)</u>	\$ (3)	D	Â	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
coporting of more value, required	Director	10% Owner	Officer	Other		
Earhart Cynthia C THREE COMMERCIAL PLACE NORFOLK, VA 23510	Â	Â	Exec. V.PAdministration	Â		

## **Signatures**

H. D. McFadden via P.O.A. for Cynthia C. Earhart 06/03/2013

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - At its meeting on May 9, 2013, the Corporation's Board of Directors elected the reporting person to her current position and designated
- (1) her an "Executive Officer" for purposes of Section 16, effective June 1, 2013. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of her designation.
- (2) Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Incentive Plan.
- (3) Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. These units ultimately will be satisfied in shares of stock.

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.