

NORFOLK SOUTHERN CORP

Form 4

November 01, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLF HENRY C

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

THREE COMMERCIAL PLACE

(Street)

NORFOLK, VA 23510

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2004

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice Chmn. and CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/29/2004		M	V Amount (A) or (D) Price 36,000 A \$ 26.0208	188,696	D	
Common Stock	10/29/2004		M	V Amount (A) or (D) Price 44,096 A \$ 16.9375	232,792	D	
Common Stock	10/29/2004		S	V Amount (A) or (D) Price 2,400 D \$ 33.63	230,392	D	
Common Stock	10/29/2004		S	V Amount (A) or (D) Price 1,000 D \$ 33.64	229,392	D	
Common Stock	10/29/2004		S	V Amount (A) or (D) Price 1,000 D \$ 33.65	228,392	D	

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Common Stock	10/29/2004	S	30,600	D	\$ 33.66	197,792	D	
Common Stock	10/29/2004	S	400	D	\$ 33.67	197,392	D	
Common Stock	10/29/2004	S	600	D	\$ 33.68	196,792	D	
Common Stock	10/29/2004	S	100	D	\$ 33.86	196,692	D	
Common Stock	10/29/2004	S	200	D	\$ 33.87	196,492	D	
Common Stock	10/29/2004	S	2,200	D	\$ 33.88	194,292	D	
Common Stock	10/29/2004	S	5,996	D	\$ 33.9	188,296	D	
Common Stock	10/29/2004	S	13,800	D	\$ 33.91	174,496	D	
Common Stock	10/29/2004	S	8,800	D	\$ 33.92	165,696	D	
Common Stock	10/29/2004	S	3,600	D	\$ 33.93	162,096	D	
Common Stock	10/29/2004	S	9,400	D	\$ 33.94	152,696	D	
Common Stock						12,816 ⁽¹⁾	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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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (granted	\$ 26.0208	10/29/2004		M ⁽²⁾	36,000 ⁽²⁾	01/29/1997	01/28/2006	Common Stock	36,000

1996)

Option

(granted \$ 16.9375 10/29/2004
2000)M⁽²⁾44,096 ⁽²⁾ 01/31/2001 01/30/2010Common
Stock

4

Stock

Units ⁽³⁾ 10/29/2004⁽³⁾

D

4,545.4096 10/29/2004 10/29/2004

Common
Stock

4,54

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOLF HENRY C
THREE COMMERCIAL PLACE
NORFOLK, VA 23510

Vice Chmn. and CFO

Signatures

D. M. Martin, via P.O.A. for Henry C.
Wolf

11/01/2004

**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).

- 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 October 29, 2004, the last date on which a formal statement was available, to have been credited to the reporting person's account in the Norfolk Southern Corporation 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.
- (1)
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).
- (3) Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents on stock options held under the Long-Term Incentive Plan (a Rule 16b-3 plan) based on the Fair Market Value of the Common Stock on October 29, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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