NORFOLK SOUTHERN CORP

Form 4

November 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RATHBONE JOHN P

2. Issuer Name and Ticker or Trading Symbol

NORFOLK SOUTHERN CORP

[NSC]

(Month/Day/Year) 11/03/2005

THREE COMMERCIAL PLACE (Street)

(First)

(Middle)

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

Executive V.P.- Administration

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORFOLK, VA 23510

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	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)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/03/2005		Code V M	Amount 15,000	(D)	Price \$ 29.4583	(Instr. 3 and 4) 94,532	D	
Common Stock	11/03/2005		M	21,891	A	\$ 32.1563	116,423	D	
Common Stock	11/03/2005		S	10,100	D	\$ 41.81	106,323	D	
Common Stocvk	11/03/2005		S	1,300	D	\$ 41.82	105,023	D	
Common Stock	11/03/2005		S	5,000	D	\$ 41.83	100,023	D	

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Common Stock	11/03/2005	S	3,600	D	\$ 41.84	96,423	D	
Common Stock	11/03/2005	S	16,891	D	\$ 41.85	79,532	D	
Common Stock						8,472 <u>(1)</u>	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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SEC 1474

(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. Transactic Code (Instr. 8)			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 (granted 1997)	\$ 29.4583	11/03/2005		M(2)		15,000 (2)	02/03/1998	02/02/2007	Common Stock	15,000
Option (granted 1998)	\$ 32.1563	11/03/2005		M(2)		21,891 (2)	02/02/1999	02/01/2008	Common Stock	21,891

Reporting Owners

**Signature of Reporting Person

Rathbone

Reporting Owner Name / Address	Relationships							
Reporting Owner Numer Address	Director	10% Owner	Officer	Other				
RATHBONE JOHN P THREE COMMERCIAL PLACE NORFOLK, VA 23510			Executive V.P Administration					
Signatures								
D. M. Martin, via P.O.A. for John P.		11/04/2005						

Reporting Owners 2

Date

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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 November 3, 2005 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.