NORFOLK SOUTHERN CORP

Form 4

February 17, 2006

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

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response...

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * GOODE DAVID R

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

NORFOLK SOUTHERN CORP

[NSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

02/15/2006

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

THREE COMMERCIAL PLACE

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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 23510-2191

(City)	(State)	(Zip) 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)	on Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8) (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock (1)	02/15/2006		Code V M	Amount 200,000	(D)	\$ 15.475	1,005,357	D		
Common Stock (1)	02/15/2006		S	9,900	D	\$ 50.38	995,457	D		
Common Stock (1)	02/15/2006		S	100	D	\$ 50.39	995,357	D		
Common Stock (1)	02/15/2006		S	1,500	D	\$ 50.4	993,857	D		
Common Stock (1)	02/15/2006		S	1,600	D	\$ 50.41	992,257	D		

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Common Stock (1)	02/15/2006	S	900	D	\$ 50.42	991,357	D
Common Stock (1)	02/15/2006	S	700	D	\$ 50.43	990,657	D
Common Stock (1)	02/15/2006	S	500	D	\$ 50.44	990,157	D
Common Stock (1)	02/15/2006	S	2,300	D	\$ 50.45	987,857	D
Common Stock (1)	02/15/2006	S	1,200	D	\$ 50.46	986,657	D
Common Stock (1)	02/15/2006	S	300	D	\$ 50.47	986,357	D
Common Stock (1)	02/15/2006	S	400	D	\$ 50.48	985,957	D
Common Stock (1)	02/15/2006	S	400	D	\$ 50.49	985,557	D
Common Stock (1)	02/15/2006	S	1,800	D	\$ 50.5	983,757	D
Common Stock (1)	02/15/2006	S	8,000	D	\$ 50.51	975,757	D
Common Stock (1)	02/15/2006	S	100	D	\$ 50.52	975,657	D
Common Stock (1)	02/15/2006	S	13,500	D	\$ 50.53	962,157	D
Common Stock (1)	02/15/2006	S	1,200	D	\$ 50.54	960,957	D
Common Stock (1)	02/15/2006	S	10,200	D	\$ 50.55	950,757	D
Common Stock (1)	02/15/2006	S	12,500	D	\$ 50.56	938,257	D
Common Stock (1)	02/15/2006	S	3,900	D	\$ 50.57	934,357	D
Common Stock (1)	02/15/2006	S	5,900	D	\$ 50.58	928,457	D
Common Stock (1)	02/15/2006	S	3,300	D	\$ 50.6	925,157	D
Common Stock (1)	02/15/2006	S	600	D	\$ 50.61	924,557	D
Common Stock (1)	02/15/2006	S	8,100	D	\$ 50.62	916,457	D
	02/15/2006	S	21,100	D	\$ 50.63	895,357	D

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Common Stock (1)						
Common Stock (1)	02/15/2006	S	2,500	D	\$ 50.64 892,857	D
Common Stock (1)	02/15/2006	S	14,300	D	\$ 50.65 878,557	D
Common Stock (1)	02/15/2006	S	4,000	D	\$ 50.67 874,557	D

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 required to respond unless the form displays a currently valid OMB control number.

(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. Transactio Code (Instr. 8)	onDeri Secu Acqu Disp	umber of vative urities uired (A) or osed of (D) r. 3, 4, and	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option (granted 2001)	\$ 15.475	02/15/2006		M(2)		200,000 (2)	01/29/2002	01/28/2011	Common Stock	200,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	X							
Signatures								

D. M. Martin, via P.O.A. for David R. 02/16/2006 Goode

> Date **Signature of Reporting Person

Reporting Owners 3

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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).
- (1) Two Forms 4 are being filed to reflect the exercise of a stock option and sale of the shares acquired, all on February 15, 2006. This is the first of two Forms 4.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16b. 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.