#### 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

**OMB** Number:

3235-0287

Expires:

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per

response...

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

obligations

Check this box

**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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> GOODE DAVID R		2. Issuer Name <b>and</b> Ticker or Trading Symbol NORFOLK SOUTHERN CORP	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
		[NSC]			
(Last) (First	t) (Middle)	3. Date of Earliest Transaction	X Director 10% Owner		
THREE COMMERCIAL PLACE		(Month/Day/Year)	X Officer (give title Other (specify below)		
		11/03/2005	Chairman & Dir.		
(Stree	et)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		

#### NORFOLK, VA 23510-2191

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	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 iorDisposed 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			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
Stock (1)	11/03/2005		M	194,096	A	16.9375	887,053	D	
Common Stock (1)	11/03/2005		S	100	D	\$ 41.61	886,953	D	
Common Stock (1)	11/03/2005		S	6,600	D	\$ 41.64	880,353	D	
Common Stock (1)	11/03/2005		S	200	D	\$ 41.65	880,153	D	
Common Stock (1)	11/03/2005		S	100	D	\$ 41.67	880,053	D	

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Common Stock (1)	11/03/2005	S	200	D	\$ 41.69	879,853	D
Common Stock (1)	11/03/2005	S	43,096	D	\$ 41.71	836,757	D
Common Stock (1)	11/03/2005	S	1,000	D	\$ 41.72	835,757	D
Common Stock (1)	11/03/2005	S	1,000	D	\$ 41.75	834,757	D
Common Stock (1)	11/03/2005	S	1,700	D	\$ 41.76	833,057	D
Common Stock (1)	11/03/2005	S	200	D	\$ 41.78	832,857	D
Common Stock (1)	11/03/2005	S	400	D	\$ 41.79	832,457	D
Common Stock (1)	11/03/2005	S	17,500	D	\$ 41.8	814,957	D
Common Stock (1)	11/03/2005	S	4,000	D	\$ 41.81	810,957	D
Common Stock (1)	11/03/2005	S	900	D	\$ 41.82	810,057	D
Common Stock (1)	11/03/2005	S	5,700	D	\$ 41.83	804,357	D
Common Stock (1)	11/03/2005	S	10,500	D	\$ 41.84	793,857	D
Common Stock (1)	11/03/2005	S	2,300	D	\$ 41.85	791,557	D
Common Stock (1)	11/03/2005	S	6,200	D	\$ 41.86	785,357	D
Common Stock (1)	11/03/2005	S	5,000	D	\$ 41.87	780,357	D
Common Stock (1)	11/03/2005	S	6,400	D	\$ 41.88	773,957	D
Common Stock (1)	11/03/2005	S	1,200	D	\$ 41.89	772,757	D
Common Stock (1)	11/03/2005	S	2,900	D	\$ 41.9	769,857	D
Common Stock (1)	11/03/2005	S	11,100	D	\$ 41.91	758,757	D
Common Stock (1)	11/03/2005	S	400	D	\$ 41.92	758,357	D
	11/03/2005	S	500	D	\$ 41.94	757,857	D

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Common Stock (1)							
Common Stock (1)	11/03/2005	S	600	D	\$ 41.95	757,257	D
Common Stock (1)	11/03/2005	S	1,300	D	\$ 41.96	755,957	D
Common Stock (1)	11/03/2005	S	100	D	\$ 41.99	755,857	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. Transaction Code (Instr. 8)	onDeriv Secu Acqu Disp	umber of vative rities nired (A) or osed of (D) r. 3, 4, and	6. Date Exercis Expiration Dat (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 2000)	\$ 16.9375	11/03/2005		M(2)		194,096 (2)	01/31/2001	01/30/2010	Common Stock	194,09

# **Reporting Owners**

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

## **Signatures**

D. M. Martin, via P.O.A. for David R. 11/04/2005 Goode

> Date \*\*Signature of Reporting Person

3 Reporting Owners

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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 November 3, 2005. 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.