

NORFOLK SOUTHERN CORP  
Form 8-K  
July 24, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
**July 24, 2008 (July 24, 2008)**

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**NORFOLK SOUTHERN CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Virginia**

**1-8339**

**52-1188014**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

**Three Commercial Place**

**(757) 629-2680**

**Norfolk, Virginia**

**23510-9241**

(Registrant's telephone number, including area code)

(Address of principal executive offices)

**No Change**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement**

On July 22, 2008, the Board of Directors of Norfolk Southern Corporation approved amendments to the Directors' Deferred Fee Plan, Executives' Deferred Compensation Plan, Officers' Deferred Compensation Plan, Long Term Incentive Plan, Restricted Stock Unit Plan, and Supplemental Benefit Plan. The amendments are designed to facilitate each plan's compliance with Section 409A of the Internal Revenue Code, to clarify certain plan provisions and to make administrative changes to the plans. A copy of each amended and restated plan is filed as an exhibit hereto.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is furnished as part of this Current Report on Form 8-K:

**Exhibit Number**

**Description**

10.01

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Directors' Deferred Fee Plan of Norfolk Southern Corporation, as amended effective January 1, 2009

10.02

Norfolk Southern Corporation Executives' Deferred Compensation Plan, as amended effective January 1, 2009

10.03

Amendment to Norfolk Southern Corporation Officers' Deferred Compensation Plan, effective January 1, 2008

10.04

Norfolk Southern Corporation Long-Term Incentive Plan, as amended effective January 1, 2009

10.05

Norfolk Southern Corporation Restricted Stock Unit Plan, as amended effective January 1, 2009

10.06

Supplemental Benefit Plan of Norfolk Southern Corporation and Participating Subsidiary Companies, as amended effective January 1, 2009

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

**NORFOLK SOUTHERN CORPORATION**  
(Registrant)

/s/ Howard D. McFadden

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Name: Howard D. McFadden  
Title: Corporate Secretary

Date: July 24, 2008

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**EXHIBIT INDEX**

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