

NORFOLK SOUTHERN CORP  
Form 8-K  
July 30, 2012

**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 30, 2012 (July 27, 2012)**

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**NORFOLK SOUTHERN CORPORATION**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**1-8339**  
(Commission File  
Number)

**52-1188014**  
(IRS Employer  
Identification Number)

**Three Commercial Place  
Norfolk, Virginia**

**(757) 629-2680**  
(Registrant's telephone number, including area  
code)

**23510-9241**  
(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))

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

As of July 27, 2012, the Registrant's operating subsidiary, Norfolk Southern Railway Company ("NSR"), exercised its right under that certain Master Agreement dated as of July 27, 1999, by and between North Carolina Railroad Company and NSR, as amended (the "Agreement"), to extend the term of the Agreement for an additional 15 years so as to continue until December 31, 2029. NSR has the further right, subject to the terms and conditions of the Agreement, to extend the term of the Agreement for another 15 years until December 31, 2044. Please see Exhibit 10(i) to the Registrant's Form 10-K for the year ended December 31, 1999; Exhibit 10.3 to the Registrant's Form 10-Q for the quarterly period ended June 30, 2007; and Exhibit 10(q) to the Registrant's Form 10-K for the year ended December 31, 2009.

Pursuant to the requirements of the Securities 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

Name: Howard D. McFadden

Title: Corporate Secretary

Date: July 30, 2012