

NORFOLK SOUTHERN CORP  
Form 8-K  
August 17, 2004

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**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 ACT OF 1934

Date of Report (Date of earliest event reported):

August 17, 2004

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***NORFOLK SOUTHERN CORPORATION***

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
Of incorporation)

1-8339  
(Commission  
File Number)

52-1188014  
(IRS Employer  
Identification No.)

Three Commercial Place  
Norfolk, Virginia 23510-9241  
(Address of principal executive offices)

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

No Change  
(Former name or former address, if changed since last report)

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- Item 5. Other Events, and  
Item 9. Regulation FD Disclosure.

On August 16, 2004, the Registrant issued a Press Release, attached hereto as Exhibit 99, announcing that it has commenced an offer to exchange new unsecured Norfolk Southern debt securities for certain of its existing unsecured debt securities.

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/ Dezora M. Martin

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Name: Dezora M. Martin  
Title: Corporate Secretary

Date: August 17, 2003

**EXHIBIT INDEX**

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
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99	Press Release, issued by the Registrant on August 16, 2004, announcing that it has commenced an offer to exchange new unsecured Norfolk Southern debt securities for certain of its existing unsecured debt securities.
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