

NORFOLK SOUTHERN CORP  
 Form 4  
 November 01, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLF HENRY C**

2. Issuer Name and Ticker or Trading Symbol  
**NORFOLK SOUTHERN CORP [NSC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**THREE COMMERCIAL PLACE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/29/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Chmn. and CFO

**NORFOLK, VA 23510**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 10/29/2004                           |  | M                              | A   | \$ 26.0208  | 188,696  | D   |
| Common Stock                    | 10/29/2004                           |  | M                              | A   | \$ 16.9375  | 232,792  | D   |
| Common Stock                    | 10/29/2004                           |  | S                              | D   | \$ 33.63  | 230,392  | D   |
| Common Stock                    | 10/29/2004                           |  | S                              | D   | \$ 33.64  | 229,392  | D   |
| Common Stock                    | 10/29/2004                           |  | S                              | D   | \$ 33.65  | 228,392  | D   |

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|              |            |   |        |   |          |                       |   |                |
|--------------|------------|---|--------|---|----------|-----------------------|---|----------------|
| Common Stock | 10/29/2004 | S | 30,600 | D | \$ 33.66 | 197,792               | D |                |
| Common Stock | 10/29/2004 | S | 400    | D | \$ 33.67 | 197,392               | D |                |
| Common Stock | 10/29/2004 | S | 600    | D | \$ 33.68 | 196,792               | D |                |
| Common Stock | 10/29/2004 | S | 100    | D | \$ 33.86 | 196,692               | D |                |
| Common Stock | 10/29/2004 | S | 200    | D | \$ 33.87 | 196,492               | D |                |
| Common Stock | 10/29/2004 | S | 2,200  | D | \$ 33.88 | 194,292               | D |                |
| Common Stock | 10/29/2004 | S | 5,996  | D | \$ 33.9  | 188,296               | D |                |
| Common Stock | 10/29/2004 | S | 13,800 | D | \$ 33.91 | 174,496               | D |                |
| Common Stock | 10/29/2004 | S | 8,800  | D | \$ 33.92 | 165,696               | D |                |
| Common Stock | 10/29/2004 | S | 3,600  | D | \$ 33.93 | 162,096               | D |                |
| Common Stock | 10/29/2004 | S | 9,400  | D | \$ 33.94 | 152,696               | D |                |
| Common Stock |            |   |        |   |          | 12,816 <sup>(1)</sup> | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Option (granted)                           | \$ 26.0208   | 10/29/2004                           |  | M <sup>(2)</sup>               | 36,000 <sup>(2)</sup>   | 01/29/1997   | 01/28/2006  | Common Stock | 36,000 |

1996)

Option

(granted \$ 16.9375 10/29/2004 M<sup>(2)</sup> 44,096 <sup>(2)</sup> 01/31/2001 01/30/2010 Common Stock 4

Stock

Units <sup>(3)</sup> 10/29/2004<sup>(3)</sup> D 4,545.4096 10/29/2004 10/29/2004 Common Stock 4,54

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| WOLF HENRY C<br>THREE COMMERCIAL PLACE<br>NORFOLK, VA 23510 |               |           | Vice Chmn. and CFO |       |

## Signatures

D. M. Martin, via P.O.A. for Henry C.  
Wolf 11/01/2004

<sup>(1)</sup>Signature of Reporting Person Date

## 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) Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of October 29, 2004, the last date on which a formal statement was available, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).
- (3) Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents on stock options held under the Long-Term Incentive Plan (a Rule 16b-3 plan) based on the Fair Market Value of the Common Stock on October 29, 2004.

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.