

NORFOLK SOUTHERN CORP
Form 4
March 02, 2005

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 *
GOODE DAVID R

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

NORFOLK, VA 23510-2191

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chrmn. & CEO & Dir.

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	02/28/2005		M		200,000	A	\$ 16.9375
Common Stock	02/28/2005		S		40,400	D	\$ 36
Common Stock	02/28/2005		S		1,300	D	\$ 36.01
Common Stock	02/28/2005		S		3,300	D	\$ 36.02
Common Stock	02/28/2005		S		900	D	\$ 36.03

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Common Stock	02/28/2005	S	3,000	D	\$ 36.04	849,540	D
Common Stock	02/28/2005	S	500	D	\$ 36.05	849,040	D
Common Stock	02/28/2005	S	1,000	D	\$ 36.06	848,040	D
Common Stock	02/28/2005	S	700	D	\$ 36.07	847,340	D
Common Stock	02/28/2005	S	1,700	D	\$ 36.08	845,640	D
Common Stock	02/28/2005	S	800	D	\$ 36.09	844,840	D
Common Stock	02/28/2005	S	700	D	\$ 36.1	844,140	D
Common Stock	02/28/2005	S	300	D	\$ 36.11	843,840	D
Common Stock	02/28/2005	S	1,400	D	\$ 36.12	842,440	D
Common Stock	02/28/2005	S	4,300	D	\$ 36.13	838,140	D
Common Stock	02/28/2005	S	4,100	D	\$ 36.14	834,040	D
Common Stock	02/28/2005	S	5,600	D	\$ 36.15	828,440	D
Common Stock	02/28/2005	S	3,100	D	\$ 36.16	825,340	D
Common Stock	02/28/2005	S	3,600	D	\$ 36.17	821,740	D
Common Stock	02/28/2005	S	5,300	D	\$ 36.18	816,440	D
Common Stock	02/28/2005	S	1,600	D	\$ 36.19	814,840	D
Common Stock	02/28/2005	S	500	D	\$ 36.2	814,340	D
Common Stock	02/28/2005	S	700	D	\$ 36.21	813,640	D
Common Stock	02/28/2005	S	1,200	D	\$ 36.22	812,440	D
Common Stock	02/28/2005	S	6,000	D	\$ 36.23	806,440	D
	02/28/2005	S	2,200	D	\$ 36.24	804,240	D

Common Stock							
Common Stock	02/28/2005	S	4,400	D	\$ 36.25	799,840	D
Common Stock	02/28/2005	S	10,600	D	\$ 36.26	789,240	D
Common Stock	02/28/2005	S	1,500	D	\$ 36.27	787,740	D
Common Stock	02/28/2005	S	2,300	D	\$ 36.28	785,440	D

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (granted 2000)	\$ 16.9375	02/28/2005		M ⁽²⁾	200,000 (2)	01/31/2001	01/30/2010	Common Stock	200,000

Reporting Owners

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

Signatures

D. M. Martin, via P.O.A. for David R. Goode
03/02/2005

__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) Three Forms 4 are being filed to reflect the exercise of a stock option sale of the shares acquired, all on February 28, 2005. This is the first of three Forms 4.
- (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).

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.