

NORFOLK SOUTHERN CORP
 Form 3
 June 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Earhart Cynthia C
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 06/01/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

THREE COMMERCIAL PLACE

(Street)

NORFOLK, VA 23510

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Exec. V.P.-Administration

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	40,966	D	Owned by a person whose ownership may be attributed to the Executive Officer.
Common Stock	299	I	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to buy (granted 2004) <u>(2)</u>	01/30/2005	01/29/2014	Common Stock	3,123	\$ 22.02	D	Â
Option to buy (granted 2005) <u>(2)</u>	01/28/2006	01/27/2015	Common Stock	5,300	\$ 34.1	D	Â
Option to buy (granted 2006) <u>(2)</u>	01/27/2007	01/26/2016	Common Stock	4,100	\$ 49.425	D	Â
Option to buy (granted 2007) <u>(2)</u>	01/25/2010	01/24/2017	Common Stock	6,500	\$ 49.555	D	Â
Option to buy (granted 2008) <u>(2)</u>	01/24/2011	01/23/2018	Common Stock	6,500	\$ 50.74	D	Â
Option to buy (granted 2009) <u>(2)</u>	01/29/2013	01/28/2019	Common Stock	7,000	\$ 38.705	D	Â
Option to buy (granted 2010) <u>(2)</u>	01/29/2014	01/28/2020	Common Stock	5,000	\$ 47.76	D	Â
Option to buy (granted 2011) <u>(2)</u>	01/27/2015	01/26/2021	Common Stock	4,200	\$ 62.745	D	Â
Option to buy (granted 2012) <u>(2)</u>	01/26/2016	01/25/2022	Common Stock	3,700	\$ 75.14	D	Â
Option to buy (granted 2013) <u>(2)</u>	01/24/2017	01/23/2023	Common Stock	5,000	\$ 69.83	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	6,400 <u>(3)</u>	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Earhart Cynthia C THREE COMMERCIAL PLACE NORFOLK, VA 23510	Â	Â	Â Exec. V.P.-Administration	Â

Signatures

H. D. McFadden via P.O.A. for Cynthia C. Earhart 06/03/2013

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- At its meeting on May 9, 2013, the Corporation's Board of Directors elected the reporting person to her current position and designated
- (1) her an "Executive Officer" for purposes of Section 16, effective June 1, 2013. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of her designation.
 - (2) Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Incentive Plan.
 - (3) Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. These units ultimately will be satisfied in shares of stock.

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.