

LOCKHART MICHAEL D
Form 4
April 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LOCKHART MICHAEL D

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

P. O. BOX 3001

(Street)

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

LANCASTER, PA 17604

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
Common Stock					3,000		D

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

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SEC 1474 (9-02)

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

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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)	8. Price of Derivative Security (Instr. 3)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units-Dir. Def. Fee Plan	(1)	03/31/2009		A				(1)	(1)	Common Stock	666	\$ 33.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKHART MICHAEL D P. O. BOX 3001 LANCASTER, PA 17604			X	

Signatures

H. D. McFadden via P.O.A. for Michael D. Lockhart 04/02/2009

**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) Reports the number of deferred stock units--on the basis of the market value of the Common Stock on the last trading day of each quarter--credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan for deferral of quarterly fees. These deferred stock units ultimately will be satisfied in cash, not in shares of Common Stock, upon the reporting person's retirement or other termination of service, or at such other time as may be elected under the terms of the Directors' Deferred Fee 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. 0 D Restricted Stock Unit Award \$ 0 (5)02/15/2010 M 15,13905/15/2008(7)02/15/2011 Common Stock, par value \$.01 per share 15,139 \$ 0 121,150 D

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

WILKE JEFFREY A
P.O. BOX 81226
SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ Jeffrey A. Wilke, Senior Vice
President

02/17/2010

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Represents the weighted average sale price. The highest price at which shares were sold was \$120.24 and the lowest price at which shares were sold was \$119.28. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

(3) Represents the weighted average sale price. The highest price at which shares were sold was \$119.21 and the lowest price at which shares were sold was \$118.22. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

(4) Represents the weighted average sale price. The highest price at which shares were sold was \$118.21 and the lowest price at which shares were sold was \$118.01. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

(5) Converts into Common Stock on a one-for-one basis.

(6) This award vested based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 18.75% on May 15, 2008 and an additional 18.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional 6.25% upon completion of each 3-month period thereafter through February 15, 2010.

(7) This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 3.88% on May 15, 2008 and an additional 3.88% upon completion of each 3-month period of employment thereafter through February 15, 2009; 7.04% on May 15, 2009 and an additional 7.04% upon completion of each 3-month period thereafter through February 15, 2010; 14.08% on May 15, 2010 and an additional 14.08% upon completion of each 3-month period thereafter through February 15, 2011.

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