

NORFOLK SOUTHERN CORP

Form 4

March 11, 2003

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

OMB APPROVAL

☐ 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**

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Filed By  
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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <b>Norfolk Southern Corporation (NSC)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)																												
(Last) (First) (Middle) <b>Hilliard, Landon</b>			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year <b>March 10, 2003</b>																												
(Street) <b>59 Wall Street</b>																																			
(City) (State) (Zip) <b>New York, New York 10005</b>			5. If Amendment, Date of Original (Month/Day/Year)				7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person																												
<table border="1"> <thead> <tr> <th colspan="10">Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th> </tr> <tr> <th>1. Title of Security (Instr. 3)</th> <th>2. Transaction Date (Month/Day/Year)</th> <th>2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th>3. Transaction Code (Instr. 8)</th> <th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 &amp; 5)</th> <th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 &amp; 4)</th> <th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> </thead> <tbody> <tr> <td>Common Stock</td> <td></td> <td></td> <td></td> <td></td> <td>11,000</td> <td>D</td> <td></td> </tr> </tbody> </table>										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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	Common Stock					11,000	D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				5)							(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date				
Deferred Stock Units		03-10-03		A <sup>(1)</sup>		91.2305 <sup>(1)</sup>			Common Stock	91.2305	18.56 <sup>(1)</sup>	24,280.3514	D

Explanation of Responses:

(1) Reports the number of Deferred Stock Units, exempt under Section 16b(3), credited to the account of the reporting person as of March 10, 2003, under the terms of the Outside Directors' Deferred Stock Unit Program, on the basis of the market value of the Common Stock on the dividend payment date. These Units ultimately will be satisfied in cash, not in shares of common stock.

By: /s/ **D. M. Martin** **March 11, 2003**  
**via Power of Attorney for Landon Hilliard** Date  
 \*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

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