

WOLF HENRY C
Form 4
January 30, 2006

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

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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)

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chrnm. & C.F.O.

THREE COMMERCIAL PLACE

(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

NORFOLK, VA 23510-2191

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/27/2006 | | M | | 86,389 | A | \$ 27.6875 |
| Common Stock | 01/27/2006 | | S | | 1,489 | D | \$ 49.21 |
| Common Stock | 01/27/2006 | | S | | 600 | D | \$ 49.22 |
| Common Stock | 01/27/2006 | | S | | 3,200 | D | \$ 49.25 |
| Common Stock | 01/27/2006 | | S | | 2,500 | D | \$ 49.26 |
| Common Stock | 01/27/2006 | | S | | 283,765 | D | |
| Common Stock | 01/27/2006 | | S | | 282,276 | D | |
| Common Stock | 01/27/2006 | | S | | 281,676 | D | |
| Common Stock | 01/27/2006 | | S | | 278,476 | D | |
| Common Stock | 01/27/2006 | | S | | 275,976 | D | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------------|-----------------------|---|----------------|
| Common Stock | 01/27/2006 | | S | 4,000 | D | \$ 49.27 | 271,976 | D | |
| Common Stock | 01/27/2006 | | S | 11,100 | D | \$ 49.28 | 260,876 | D | |
| Common Stock | 01/27/2006 | | S | 2,500 | D | \$ 49.29 | 258,376 | D | |
| Common Stock | 01/27/2006 | | S | 8,400 | D | \$ 49.3 | 249,976 | D | |
| Common Stock | 01/27/2006 | | S | 2,600 | D | \$ 49.31 | 247,376 | D | |
| Common Stock | 01/27/2006 | | S | 25,600 | D | \$ 49.5 | 221,776 | D | |
| Common Stock | 01/27/2006 | | S | 2,900 | D | \$ 49.52 | 218,876 | D | |
| Common Stock | 01/27/2006 | | S | 1,500 | D | \$ 49.53 | 217,376 | D | |
| Common Stock | 01/27/2006 | | S | 9,800 | D | \$ 49.58 | 207,576 | D | |
| Common Stock | 01/27/2006 | | S | 7,600 | D | \$ 49.63 | 199,976 | D | |
| Common Stock | 01/27/2006 | | S | 200 | D | \$ 49.66 | 199,776 | D | |
| Common Stock | 01/27/2006 | | S | 2,400 | D | \$ 49.67 | 197,376 | D | |
| Common Stock | 01/27/2006 | | A ⁽¹⁾ | 18,250 | A | <u>(1)</u> | 215,626 | D | |
| Common Stock | 01/27/2006 | | A ⁽²⁾ | 15,000 | A | <u>(2)</u> | 230,626 | D | |
| Common Stock | | | | | | | 13,178 ⁽³⁾ | I | By 401(k) Plan |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on January 27, 2006, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restriction period.

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