NORFOLK SOUTHERN CORP

Form 4 March 13, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARP DANIEL A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NORFOLK SOUTHERN CORP

(Check all applicable)

[NSC]

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

2625 BULRUSH LANE

(Month/Day/Year) 03/10/2007

6. Individual or Joint/Group Filing(Check

D

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

below)

NAPLES, FL 34105

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

Common

Stock

3.023 (1)

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units - Dir. Def. Fee Plan	<u>(2)</u>	03/10/2007		A(2)	9	(2)	(2)	Common Stock	9	\$ 48.54 (2)
Dir. Def. Stock Unit Prog.	(3)	03/10/2007		A(3)	27	(3)	(3)	Common Stock	27	\$ 48.51

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
CARP DANIEL A 2625 BULRUSH LANE NAPLES, FL 34105	X						

Signatures

D. M. Martin via P.O.A. for Daniel A. Carp 03/13/2007

**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) Includes 23 shares of Common Stock acquired by the reporting person as a result of participating in the Norfolk Southern Corporation Dividend Reinvestment Plan.
- Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors'

 Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.
- (3) Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Outside Directors' Deferred Stock Unit Program in the form of dividend equivalent payments on deferred stock units held under the plan,

Reporting Owners 2

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calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the 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.