### NORFOLK SOUTHERN CORP

Form 4 May 16, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SEALE DONALD W Issuer Symbol NORFOLK SOUTHERN CORP (Check all applicable) [NSC] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) THREE COMMERCIAL PLACE 05/15/2007 Exec. V.P. & C. M. O. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NORFOLK, VA 23510 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 109,319 D Stock \$ Common By 401(k)  $I^{(1)}$ 55.87 I 05/15/2007 6.016 D  $2.713^{(2)}$ Stock Plan (1)

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

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# 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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc                       | isable and      | 7. Titl | e and          | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-------------------------------------|-----------------|---------|----------------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration Date Amou                |                 | Amou    | nt of          | Derivative  | 1 |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/Y                        | Year)           | Under   | lying          | Security    | 5 |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e                                   |                 | Securi  | ities          | (Instr. 5)  | ] |
|             | Derivative  |                     |                    |                   | Securities |                                     |                 | (Instr. | 3 and 4)       |             | ( |
|             | Security    |                     |                    |                   | Acquired   |                                     |                 |         |                |             | J |
|             |             |                     |                    |                   | (A) or     |                                     |                 |         |                |             | J |
|             |             |                     |                    |                   | Disposed   |                                     |                 |         |                |             | - |
|             |             |                     |                    |                   | of (D)     |                                     |                 |         |                |             | ( |
|             |             |                     |                    |                   | (Instr. 3, |                                     |                 |         |                |             |   |
|             |             |                     |                    |                   | 4, and 5)  |                                     |                 |         |                |             |   |
|             |             |                     |                    |                   |            |                                     |                 |         | Amount         |             |   |
|             |             |                     |                    |                   |            |                                     |                 |         | Amount         |             |   |
|             |             |                     |                    |                   |            | Date Expiration<br>Exercisable Date | Expiration Date | Title   | or<br>Namelani |             |   |
|             |             |                     |                    |                   |            |                                     |                 |         | Number         |             |   |
|             |             |                     |                    | C 1 W             | (A) (D)    |                                     |                 |         | of             |             |   |
|             |             |                     |                    | Code V            | (A) (D)    |                                     |                 |         | Shares         |             |   |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SEALE DONALD W

THREE COMMERCIAL PLACE Exec. V.P. & C. M. O.

NORFOLK, VA 23510

## **Signatures**

D. M. Martin, via P.O.A. for D. W. Seale 05/16/2007

\*\*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).
  - On May 15, 2007, the reporting person instructed the administrator of the Thrift and Investment Plan (a trusteed 401(k) Plan) to transfer fund units equivalent in value to approximately 6,016 whole shares of Norfolk Southern Corporation Common Stock into other
- investment options available to the reporting person and to all other participants in that Plan. Based on the unit accounting system used by the Plan administrator, this shift resulted in an exempt intra-Plan disposition and transfer of the value of the number of shares indicated.
- Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the (2) Plan Administrator -- as of May 15, 2007, to have been credited to the reporting person's account in the Thrift and Investment Plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

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.

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