## Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK SOU Form 4 January 25, 2008		₽P							
FORM 4	1						-	PPROVAL	
- UNITED STATES SECORTIES A Washington,					IES AND EXCHANGE COMMISSION ngton, D.C. 20549			3235-0287	
Check this bo if no longer							Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES IN BENEFICIAL OWN Section 16. SECURITIES				NERSHIP OF	Estimated a burden hou	average Irs per			
Form 4 or Form 5	Filed pure	uant to Santio	16(a) of th	a Saauriti	og Evolopy	$x_2$ A at of $1024$	response	0.5	
obligations may continue <i>See</i> Instructio 1(b).	Section 17(a)		Utility Hold	ting Com	pany Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type Resp	onses)								
1. Name and Address of Reporting Person <u>*</u> LEER STEVEN F			2. Issuer Name <b>and</b> Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M		e of Earliest Tr	ansaction		X_ Director Officer (give		b Owner er (specify	
			n/Day/Year) /2008			below) below)			
			mendment, Da	te Original		6. Individual or Joint/Group Filing(Check			
			/Ionth/Day/Year	)		Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)		7in)							
(City)	(State) (2	Zip) T	able I - Non-E	erivative S	ecurities Ac	quired, Disposed o		-	
	Transaction Date Ionth/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Common Stock						4,200	D		

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

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.

 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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Units (Deferred)	<u>(1)</u>	01/24/2008		D <u>(1)</u>		33,559 (1)	<u>(1)</u>	(1)	Common Stock	33,5
Restricted Stock Units	(1) (2)	01/24/2008		A <u>(1)(2)</u>	33,559 (1) (2)		(1)(2)	(1)(2)	Common Stock	33,5
Restricted Stock Units	(2)	01/24/2008		A <u>(2)</u>	3,000 (2)		(2)	(2)	Common Stock	3,0

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
LEER STEVEN F CITYPLACE ONE, SUITE 300 ST. LOUIS, MO 63141	Х					
Signatures						
D. M. Martin, via P.O.A. for Stev Leer	ven F.	01/25/2008				
**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).

Represents the termination of Stock Units issued under the Outside Directors' Deferred Stock Unit Program, exempt under Section 16(b), each of which Stock Units represented the economic equivalent of one share of Norfolk Southern Corporation Common Stock, and a

(1) replacement grant in which the reporting person received an equivalent of one share of Norrok Southern Corporation Common Stock, and a southern Corporation Long-Term Incentive Plan.

Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on January 24, 2008, specified under the terms of an award agreement under the Norfolk Southern Corporation Long-Term Incentive Plan.

(2) January 24, 2008, specified under the terms of an award agreement under the Norlock Southern Corporation Long-Term Incentive Plan.
 Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be settled in Common Stock of Norfolk Southern Corporation following such Eligible Director's termination of service or death.

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.