

HIXON JAMES A  
Form 4  
December 15, 2009

**FORM 4**

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

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 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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HIXON JAMES A

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)  
  
THREE COMMERCIAL PLACE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec.VP-Law & Corp. Relations

NORFOLK, VA 23510

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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                    | 12/14/2009                           |                                                    | M                              |                                                                   | 10,000 | A \$ 22.49       | 121,703                                                                                       | D                                                        |                                                       |
| Common Stock                    | 12/14/2009                           |                                                    | S                              |                                                                   | 3,600  | D \$ 53.1        | 118,103                                                                                       | D                                                        |                                                       |
| Common Stock                    | 12/14/2009                           |                                                    | S                              |                                                                   | 500    | D \$ 53.09       | 117,603                                                                                       | D                                                        |                                                       |
| Common Stock                    | 12/14/2009                           |                                                    | S                              |                                                                   | 1,900  | D \$ 53.08       | 115,703                                                                                       | D                                                        |                                                       |
| Common Stock                    | 12/14/2009                           |                                                    | S                              |                                                                   | 4,000  | D \$ 53.07       | 111,703                                                                                       | D                                                        |                                                       |

# Edgar Filing: HIXON JAMES A - Form 4

Common Stock 7,568 <sup>(1)</sup> 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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(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 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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Option to buy (granted 2002)               | \$ 22.49                                               | 12/14/2009                           |                                                    | M <sup>(2)</sup>               | 10,000 <sup>(2)</sup>                                                                   | 01/28/2003 01/27/2012                                    | Common Stock                                                  | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                  |       |
|--------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                          | Other |
| HIXON JAMES A<br>THREE COMMERCIAL PLACE<br>NORFOLK, VA 23510 |               |           | Exec.VP-Law &<br>Corp. Relations |       |

## Signatures

H. D. McFadden, via P.O.A. for James A. Hixon 12/15/2009

\_\_\_\_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) Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of December 14, 2009, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

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- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

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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