

NORFOLK SOUTHERN CORP  
Form 8-K  
September 19, 2012

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
**September 19, 2012 (September 19, 2012)**

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**NORFOLK SOUTHERN CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**1-8339**  
(Commission File  
Number)

**52-1188014**  
(IRS Employer  
Identification Number)

**Three Commercial Place  
Norfolk, Virginia**

**(757) 629-2680**  
(Registrant's telephone number, including area  
code)

**23510-9241**  
(Address of principal executive offices)

**No Change**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Conditions**

**Item 7.01. Regulation FD Disclosure**

On September 19, 2012, the Registrant issued a Press Release, attached hereto as Exhibit 99, announcing the range of expected earnings for third quarter 2012 and that it expects such third quarter results to be below third quarter 2011.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is furnished as part of this Current Report on Form 8-K:

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b> |
|------------------------------|---------------------------|
|------------------------------|---------------------------|

|    |                                         |
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| 99 | Press Release dated September 19, 2012. |
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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

**NORFOLK SOUTHERN CORPORATION**

(Registrant)

\_\_\_\_\_/s/ William A. Galanko

Name: William A. Galanko  
Title: Vice President - Law

Date: September 19, 2012

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**EXHIBIT INDEX**

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b> |
|------------------------------|---------------------------|
|------------------------------|---------------------------|

|    |                                         |
|----|-----------------------------------------|
| 99 | Press Release dated September 19, 2012. |
|----|-----------------------------------------|