Squires James A Form 4 March 20, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

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response...

Form 5 obligations may continue. See Instruction

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 Squires James A	of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (F	irst) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify below) below)		
THREE COMME	RCIAL PLACE	03/19/2013	below) below) E.V.P Administration		
(Si	treet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

NORFOLK, VA 23510

(Ctota)

Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(State) 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)	cution Date, if Transaction Disposed of (D) Code (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)	
Common Stock	03/19/2013		M	4,541	A	\$ 22.02	92,379	D		
Common Stock	03/19/2013		F	1,328	D	\$ 75.3229	91,051	D		
Common Stock	03/19/2013		M	2,932	A	\$ 34.1	93,983	D		
Common Stock	03/19/2013		F	1,328	D	\$ 75.3229	92,655	D		
Common Stock							138.2128 (1)	I	By 401(k) Plan	

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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)

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. Transactio Code (Instr. 8)	5. Number cionof 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy, granted 2004)	\$ 22.02	03/19/2013		M(2)		4,541 (2)	01/30/2005	01/29/2014	Common Stock	4,541
Option (right to buy, granted 2005)	\$ 34.1	03/19/2013		M(2)		2,932 (2)	01/28/2006	01/27/2015	Common Stock	2,932

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Squires James A THREE COMMERCIAL PLACE NORFOLK, VA 23510			E.V.P Administration					
Signatures								

Signatures

H. D. McFadden, via P.O.A. for J. A. Squires 03/20/2013

**Signature of Reporting Person

Reporting Owners 2

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 approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of March 19, 2013, to have been credited to the reporting person's account in the Norfolk Southern Corporation
- Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. 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. 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.