

NORFOLK SOUTHERN CORP  
Form 8-K  
January 24, 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):  
**January 24, 2012 (January 24, 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 Condition and**

**Item 7.01. Regulation FD Disclosure**

On January 24, 2012, the Registrant issued a Press Release, attached hereto as Exhibit 99, reporting fourth quarter and full year results for 2011 and posted its Quarterly Financial Review - Fourth Quarter 2011 on its website, [www.nscorp.com](http://www.nscorp.com), under the "Financial Reports" section under the "Investors" tab.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

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

**Exhibit Number**      **Description**

99                      Press Release dated January 24, 2012.

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/ Howard D. McFadden

Name: Howard D. McFadden

Title: Corporate Secretary

Date: January 24, 2012

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**EXHIBIT INDEX**

**Exhibit Number**      **Description**

99                      Press Release dated January 24, 2012.