

GOODE DAVID R
Form 4
November 04, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODE DAVID R

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chrmn. & CEO & Dir.

THREE COMMERCIAL PLACE

(Street)

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

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

NORFOLK, VA 23510-2191

(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	11/02/2004		M		120,000	A	\$ 26.0208
Common Stock	11/02/2004		S		23,600	D	\$ 34
Common Stock	11/02/2004		S		4,800	D	\$ 34.01
Common Stock	11/02/2004		S		5,900	D	\$ 34.02
Common Stock	11/02/2004		S		2,100	D	\$ 34.03

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Common Stock	11/02/2004	S	8,300	D	\$ 34.04	678,569	D	
Common Stock	11/02/2004	S	11,500	D	\$ 34.05	667,069	D	
Common Stock	11/02/2004	S	2,900	D	\$ 34.06	664,169	D	
Common Stock	11/02/2004	S	200	D	\$ 34.07	663,969	D	
Common Stock	11/02/2004	S	2,200	D	\$ 34.08	661,769	D	
Common Stock	11/02/2004	S	10,800	D	\$ 34.09	650,969	D	
Common Stock	11/02/2004	S	4,600	D	\$ 34.1	646,369	D	
Common Stock	11/02/2004	S	13,700	D	\$ 34.11	632,669	D	
Common Stock	11/02/2004	S	11,200	D	\$ 34.12	621,469	D	
Common Stock	11/02/2004	S	4,600	D	\$ 34.13	616,869	D	
Common Stock	11/02/2004	S	500	D	\$ 34.14	616,369	D	
Common Stock	11/02/2004	S	1,400	D	\$ 34.15	614,969	D	
Common Stock	11/02/2004	S	7,400	D	\$ 34.16	607,569	D	
Common Stock	11/02/2004	S	4,300	D	\$ 34.17	603,269	D	
Common Stock						13,023 ⁽¹⁾	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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