NORFOLK SOUTHERN CORP

Form 4

November 04, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires:

OMB APPROVAL

2005

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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 of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GOODE DAVID R Issuer Symbol NORFOLK SOUTHERN CORP (Check all applicable) [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) THREE COMMERCIAL PLACE 11/03/2005 Chairman & Dir. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NORFOLK, VA 23510-2191 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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 (1)	11/03/2005		Code V S	Amount 200	(D)	Price \$42	755,657	D	
Common Stock (1)	11/03/2005		S	100	D	\$ 42.01	755,557	D	
Common Stock (1)	11/03/2005		S	800	D	\$ 42.02	754,757	D	
Common Stock (1)	11/03/2005		S	2,800	D	\$ 42.03	751,957	D	
Common Stock (1)	11/03/2005		S	1,000	D	\$ 42.05	750,957	D	

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Common Stock (1)	11/03/2005	S	3,400	D	\$ 42.06	747,557	D	
Common Stock (1)	11/03/2005	S	5,600	D	\$ 42.07	741,957	D	
Common Stock (1)	11/03/2005	S	4,000	D	\$ 42.08	737,957	D	
Common Stock (1)	11/03/2005	S	1,900	D	\$ 42.09	736,057	D	
Common Stock (1)	11/03/2005	S	100	D	\$ 42.13	735,957	D	
Common Stock (1)	11/03/2005	S	700	D	\$ 42.16	735,257	D	
Common Stock (1)	11/03/2005	S	600	D	\$ 42.19	734,657	D	
Common Stock (1)	11/03/2005	S	11,100	D	\$ 42.2	723,557	D	
Common Stock (1)	11/03/2005	S	5,700	D	\$ 42.21	717,857	D	
Common Stock (1)	11/03/2005	S	3,600	D	\$ 42.22	714,257	D	
Common Stock (1)	11/03/2005	S	2,300	D	\$ 42.23	711,957	D	
Common Stock (1)	11/03/2005	S	1,800	D	\$ 42.24	710,157	D	
Common Stock (1)	11/03/2005	S	17,000	D	\$ 42.25	693,157	D	
Common Stock (1)	11/03/2005	S	200	D	\$ 42.26	692,957	D	
Common Stock						13,334 (2)	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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	2	Securities	(Instr. 5)	Bene
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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

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Reporting Owners

Reporting Owner Name / Address	Relationships						
• 8	Director	10% Owner	Officer	Other			
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	X		Chairman & Dir.				

Signatures

D. M. Martin, via P.O.A. for David R. Goode 11/04/2005

**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) Two Forms 4 are being filed to reflect the exercise of a stock option and sale of the shares acquired, all on November 3, 2005. This is the second of two Forms 4.
- 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 November 3, 2005, 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.

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.

Reporting Owners 3