

NORFOLK SOUTHERN CORP  
Form 8-K  
December 21, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

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):

December 21, 2012 (December 21, 2012)

---

NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

---

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

**Pending Bylaw Amendment**

On December 21, 2012, the Board of Directors of Norfolk Southern Corporation amended the Bylaws of the Corporation, subject to stockholder approval of the amendment at the next Annual Meeting of stockholders, to permit holders of record of at least twenty (20%) percent of the voting power of the Company's outstanding common stock to call a special meeting of stockholders by written request filed with the Corporate Secretary and otherwise in accordance with the Bylaws. The pending amendments to Article I of the Bylaws are attached as an exhibit to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

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

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>  |
|------------------------------|--|
| 3(ii)                        | The Bylaws of Norfolk Southern Corporation, as amended December 21, 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: December 21, 2012

**EXHIBIT INDEX**

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>  |
|------------------------------|--|
| 3(ii)                        | The Bylaws of Norfolk Southern Corporation, as amended December 21, 2012 |

---