

NORFOLK SOUTHERN CORP  
Form 8-K  
July 11, 2008

**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):  
**July 11, 2008 (July 11, 2008)**

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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))
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**Item 7.01. Regulation FD Disclosure**

**Item 8.01. Other Events**

On July 11, 2008, the Registrant issued a Press Release, attached hereto as Exhibit 99, announcing the extension of the expiration date of the Registrant's offer to exchange up to \$600,000,000 aggregate principal amount of its 5.75% Senior Notes due 2018 registered under the Securities Act of 1933, as amended, for an equal amount of its privately placed 5.75% Senior Notes due 2018.

**Item 9.01. Financial Statements and Exhibits**

| <u>Exhibit Number</u> | <u>Description</u>                 |
|-----------------------|------------------------------------|
| 99                    | Press Release dated July 11, 2008. |

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

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Name: Howard D. McFadden  
Title: Corporate Secretary

Date: July 11, 2008

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**EXHIBIT INDEX**

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>          |
|------------------------------|------------------------------------|
| 99                           | Press Release dated July 11, 2008. |