Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK S Form 4 March 10, 20	OUTHERN COR	RP							
FORM	4 UNITED S	TATES SECUI Wa	RITIES AN shington, I			COMMISSION		PPROVAL 3235-0287	
Check this box Expires: January							irs per		
(Print or Type Ro	esponses)								
CARP DANIEL A Symbol			r Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 2625 BULRU	, , , , , , , , , , , , , , , , , , ,		f Earliest Trai Day/Year) 2010	nsaction		X Director Officer (give below)		b Owner er (specify	
			endment, Date nth/Day/Year)	th/Day/Year) Ap			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Tab	le I - Non-De	rivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	3. Transaction Code	4. Securit Acquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock						3,255.9787 <u>(1)</u>	D		
Reminder: Repo	rt on a separate line f	or each class of sec	urities benefic	ially owne	d directly or	indirectly			

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units - Dir. Def. Fee Plan	(2)	03/10/2010		A <u>(2)</u>	34.5272	(2)	(2)	Common Stock	34.5272
Restricted Stock Units	<u>(3)</u>	03/10/2010		A <u>(3)</u>	106.138	(3)	(3)	Common Stock	106.138

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
CARP DANIEL A 2625 BULRUSH LANE NAPLES, FL 34105	Х						
Signatures							
H. D. McFadden, via P.O.A. fc Carp	03/10/2010						

**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) Includes 255.9787 shares of Common Stock acquired by the reporting person as a result of participating in the Norfolk Southern Corporation Dividend Reinvestment Plan.

Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis

(2) Deteried ree rhan in the form of a decined ferrivisation of dividends on deferred stock units lied under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.

Reports the number of restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term Incentive Plan in the form of dividend equivalent payments on restricted stock units held under the plan, calculated on the basis of the

(3) Interface ran in the form of divident equivalent payments on restricted stock units neit under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in common stock upon the reporting person's termination of service or death.

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.