

NORFOLK SOUTHERN CORP

Form 144

February 12, 2019

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

FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either*
placing an order with a broker to execute sale
or executing a sale directly with a market*
maker.

OMB APPROVAL

OMB Number: 3235-0101
Expires: June 30, 2020
Estimated average burden hours
per response???.?1.00

SEC USE ONLY

DOCUMENT SEQUENCE NO.

CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print)

Norfolk Southern Corporation
(b) IRS IDENT. NO.

52-1188014
(c) S.E.C. FILE NO.

1-8339
WORK LOCATION

1 (d) ADDRESS OF ISSUER

STREET
CITY

ZIP

STATE

CODE

Three Commercial Place
Norfolk VA 23510

(e) TELEPHONE NO.

AREA CODE

757
NUMBER
629-2645

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE
SECURITIES ARE TO BE SOLD

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Michael J. Wheeler

(b) RELATIONSHIP TO
ISSUER

Officer

(c) ADDRESS STREET STATE ZIP CODE CITY *

Three Commercial Pl. Norfolk VA 23510

INSTRUCTION: The person filing this notice should contact the issuer to *
obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)
Title of the
Class of
Securities
To Be Sold
(b)

Name and Address of Each Broker Through Whom the
Securities are to be Offered or Each Market Maker
who is Acquiring the Securities
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(c)
Number of Shares
or Other Units
To Be Sold
(See instr. 3(c))
(d)

Aggregate
Market
Value
(See instr. 3(d))
(e)

Number of Shares
or Other Units
Outstanding
(See instr. 3(e))
(f)

Approximate
Date of Sale
(See instr. 3(f))
(MO. DAY YR.)
(g)

Name of Each
Securities
Exchange
(See instr. 3(g))

Broker-Dealer
File Number

Norfolk Southern
Corporation

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Common Stock
Merrill Lynch
Nelson Reitano Group
1152 15th Street, NW, Suite 6000
Washington, DC 20005

4,761
\$858,097.13
(as of
2/12/19)
287,776,103
(as of
1/31/19)
2/12/19
NYSE

INSTRUCTIONS: 3 . (a) Title of the class of securities to be sold

1. (a) Name of issuer (b) Name and address of each broker through *
whom the securities are intended to be sold
(b) Issuer's I.R.S. Identification Number (c) Number of shares or other*
units to be sold (if debt securities, give the aggregate face amount)
(c) Issuer's S.E.C. file number, if any (d) Aggregate market value of*
the securities to be sold as of a specified date within 10 days prior to the *
filing of this notice
(d) Issuer's address, including zip code (e) Number of shares or other*
units of the class outstanding, or if debt securities the face amount thereof*
outstanding, as shown
(e) Issuer's telephone number, including area code by the most recent *
report or statement published by the issuer
(f) Approximate date on which the securities are to be sold

2. . (a) Name of person for whose account the securities are to be sold*
(g) Name of each securities exchange, if any, on which the securities*
are intended to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10%
stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code

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 *
control number. SEC 1147 (08-07)

TABLE I ?? SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the *
securities to be sold
and with respect to the payment of all or any part of the purchase price or *
other consideration therefor:

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Title of
the Class
Date you
Acquired
Nature of Acquisition Transaction
Name of Person from Whom Acquired
(If gift, also give date donor acquired)

Amount of
Securities Acquired
Date of
Payment
Nature of Payment

Common
1/28/19
Earnout of Performance Share
Norfolk Southern Corporation
Common Stock
3,000
2/12/19
Equity

Units

Compensation

Common
1/27/15
Cashless Exercise of Stock Option
Norfolk Southern Corporation
Common Stock
1,761
2/12/19
Cash

INSTRUCTIONS: If the securities were purchased and full payment therefor*
was not made in cash at
the time of purchase, explain in the table or in a note thereto the nature of*
the
consideration given. If the consideration consisted of any note or other *
obligation,
or if payment was made in installments describe the arrangement and state when
the note or other obligation was discharged in full or the last installment *
paid.

TABLE II ?? SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold *
during the past 3 months by the person for whose account the securities are*
to be sold.

Name and Address of Seller

Title of Securities Sold

Date of Sale
Amount of
Securities Sold

Gross Proceeds

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REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is *
to be given not only as
to the person for whose account the securities are to be sold but also as to*
all other persons included
in that definition. In addition, information shall be given as to sales by *
all persons whose sales are
required by paragraph (e) of Rule 144 to be aggregated with sales for the *
account of the person filing
this notice.

ATTENTION: The person for whose account the securities to which this notice*
relates are to be sold
hereby represents by signing this notice that he does not know any material*
adverse information in regard
to the current and prospective operations of the Issuer of the securities *
to be sold which has not been
publicly disclosed. If such person has adopted a written trading plan or*
given trading instructions to
satisfy Rule 10b5-1 under the Exchange Act, by signing the form and *
indicating the date that the plan was
adopted or the instruction given, that person makes such representation as*
of the plan adoption or
instruction date.

February 12, 2019 /s/ Densie W. Hutson as POA for Michael J. Wheeler

DATE OF NOTICE (SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

The notice shall be signed by the person for whose
account the securities are to be sold. At least one copy

IF RELYING ON RULE 10B5-1 of the notice shall be manually signed.*
Any copies not manually signed shall bear typed or printed *
signatures.

SEC 1147 (02-08)