

MOORMAN CHARLES W
Form 4
February 06, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORMAN CHARLES W

2. Issuer Name and Ticker or Trading Symbol
NORFOLK SOUTHERN CORP
[NSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
THREE COMMERCIAL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

NORFOLK, VA 23510

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2006		M		5,904	A	\$ 16.9375
Common Stock	02/02/2006		F		2,047	D	\$ 48.865
Common Stock	02/02/2006		M		15,000	A	\$ 29.4583
Common Stock	02/02/2006		M		21,891	A	\$ 32.1563
Common Stock	02/02/2006		M		26,389	A	\$ 27.6875

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Common Stock	02/02/2006	S	180	D	\$ 49.02	217,305	D	
Common Stock	02/02/2006	S	3,300	D	\$ 49.03	214,005	D	
Common Stock	02/02/2006	S	3,000	D	\$ 49.04	211,005	D	
Common Stock	02/02/2006	S	4,000	D	\$ 49.05	207,005	D	
Common Stock	02/02/2006	S	3,900	D	\$ 49.06	203,105	D	
Common Stock	02/02/2006	S	500	D	\$ 49.07	202,605	D	
Common Stock	02/02/2006	S	500	D	\$ 49.08	202,105	D	
Common Stock	02/02/2006	S	2,900	D	\$ 49.1	199,205	D	
Common Stock	02/02/2006	S	5,000	D	\$ 49.12	194,205	D	
Common Stock	02/02/2006	S	5,600	D	\$ 49.13	188,605	D	
Common Stock	02/02/2006	S	2,800	D	\$ 49.14	185,805	D	
Common Stock	02/02/2006	S	1,000	D	\$ 49.15	184,805	D	
Common Stock	02/02/2006	S	600	D	\$ 49.16	184,205	D	
Common Stock	02/02/2006	S	3,100	D	\$ 49.19	181,105	D	
Common Stock	02/02/2006	S	10,000	D	\$ 49.21	171,105	D	
Common Stock	02/02/2006	S	400	D	\$ 49.22	170,705	D	
Common Stock	02/02/2006	S	200	D	\$ 49.23	170,505	D	
Common Stock	02/02/2006	S	100	D	\$ 49.26	170,405	D	
Common Stock	02/02/2006	S	16,200	D	\$ 49.3	154,205	D	
Common Stock						2,117 ⁽¹⁾	I	By 401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Share
Option (granted 1997)	\$ 29.4583	02/02/2006		M ⁽²⁾	15,000 ₍₂₎	02/03/1998	02/02/2007	Common Stock	15,000
Option (granted 1998)	\$ 32.1563	02/02/2006		M ⁽²⁾	21,891 ₍₂₎	02/02/1999	02/01/2008	Common Stock	21,891
Option (granted 1999)	\$ 27.6875	02/02/2006		M ⁽²⁾	26,389 ₍₂₎	02/01/2000	01/31/2009	Common Stock	26,389
Option (granted 2000)	\$ 16.9375	02/02/2006		M ⁽²⁾	5,904 ₍₂₎	01/31/2001	01/30/2010	Common Stock	5,904
Restricted Stock Units	⁽³⁾	02/02/2006 ⁽³⁾		M ⁽³⁾	8,000 ₍₃₎	⁽³⁾	⁽³⁾	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORMAN CHARLES W THREE COMMERCIAL PLACE NORFOLK, VA 23510	X		Chairman, President & CEO	

Signatures

D. M. Martin, via P.O.A. for Charles W.
Moorman

02/06/2006

__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).

- 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 February 2, 2006, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- (1) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).
 - (2) Reports cash payment to the reporting person of restricted stock units, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan, exempt under Section 16(b), based on the Fair Market Value of the Common Stock on February 2, 2006.
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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