

NORFOLK SOUTHERN CORP  
Form 8-K  
July 23, 2014

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 23, 2014 (July 23, 2014)

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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  
23510-9241  
(Address of principal executive  
offices)

(757) 629-2680  
(Registrant's telephone number, including area  
code)

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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 2.02. Results of Operations and Financial Condition

Item 7.01. Regulation FD Disclosure

On July 23, 2014, the Registrant issued a Press Release, attached hereto as Exhibit 99, reporting second quarter results for 2014 and posted its Quarterly Financial Review – Second Quarter 2014 on its website, [www.nscorp.com](http://www.nscorp.com), in the “Investor Relations” section, under “Financial Reports and Proxy Statements.” The accompanying unaudited financial information and summary of certain notes to the consolidated financial statements should be read in conjunction with: (a) the consolidated financial statements and notes included in the Registrant's latest Annual Report on Form 10-K and in subsequent Quarterly Reports on Form 10-Q, and (b) any Current Reports on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

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

Exhibit Number	Description
99	Press Release dated July 23, 2014.

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/ Denise W. Hutson

Name: Denise W. Hutson  
Title: Corporate Secretary

Date: July 23, 2014

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EXHIBIT INDEX

Exhibit Number Description

99 Press Release dated July 23, 2014.