

STEWART MARTA R
Form 4
February 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
STEWART MARTA R

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)
01/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V. P. and Controller

NORFOLK, VA 23510-2191

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/28/2005		A ⁽¹⁾	1,607 A (1)	8,417	D	
Common Stock	01/30/2005		A ⁽²⁾	3,180 A (2)	11,597	D	
Common Stock					5,249 ⁽³⁾	I	By 401(k) Plan

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

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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. 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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (right to buy) granted 2005	\$ 34.1	01/28/2005		A ⁽⁴⁾	5,300	01/28/2008 ⁽⁴⁾	01/27/2015	Common Stock
Restricted Stock Units	⁽⁵⁾	01/28/2005		A ⁽⁵⁾	2,120 ⁽⁵⁾	⁽⁵⁾	⁽⁵⁾	Common Stock
Stock Units (Deferred)	⁽⁶⁾	01/31/2005 ⁽⁶⁾		D	625,437 ⁽⁶⁾	01/31/2005	01/31/2005	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART MARTA R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191			V. P. and Controller	

Signatures

/s/ D. M. Martin, via P.O.A. for Marta R.
Stewart 02/01/2005

**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) Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
- (2) The reporting person was awarded 3,180 shares of restricted stock under the Long-Term Incentive Plan (a Rule 16b-3 plan) on January 28, 2005. These shares will be distributed to the reporting person on the earlier of expiration of the restriction period or January 28, 2010.
- (3) 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 January 31, 2005, 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

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made at various times and at various prices.

- Reports the grant to the reporting person of option to purchase 5,300 shares of common stock under the Norfolk Southern Corporation
- (4) Long-Term Incentive Plan (a Rule 16b-3 plan). The options may be exercisable in certain cases after January 28, 2006, if the reporting person retires.
 - (5) Reports the number of Restricted Stock Units, exempt under Section 16b(3), granted and credited to the account of the reporting person on January 28, 2005, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restriction period or on January 28, 2010, whichever is earlier.
 - (6) Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents under the Long-Term incentive Plan (a Rule 16b-3 plan) based on the Fair Market Value of the Common Stock on January 31, 2005.

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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