

NORFOLK SOUTHERN CORP

Form 4

November 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLF HENRY C

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)

NORFOLK, VA 23510

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2005

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice Chmn. and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	11/02/2005		M	56,891 A	\$ 32.1563 266,800	D	
Common Stock	11/02/2005		S	6,100 D	\$ 40.88 260,700	D	
Common Stock	11/02/2005		S	400 D	\$ 40.89 260,300	D	
Common Stock	11/02/2005		S	10,291 D	\$ 40.91 250,009	D	
Common Stock	11/02/2005		S	9,900 D	\$ 40.93 240,109	D	

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Common Stock	11/02/2005	S	100	D	\$ 40.94	240,009	D	
Common Stock	11/02/2005	S	100	D	\$ 40.95	239,909	D	
Common Stock	11/02/2005	S	9,900	D	\$ 40.96	230,009	D	
Common Stock	11/02/2005	S	100	D	\$ 40.99	229,909	D	
Common Stock	11/02/2005	S	20,000	D	\$ 41	209,909	D	
Common Stock						13,132 ⁽¹⁾	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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(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 Shares
Option (granted 1998)	\$ 32.1563	11/02/2005		M ⁽²⁾		56,891 ⁽²⁾		02/02/1999	02/01/2008	Common Stock	56,891

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOLF HENRY C THREE COMMERCIAL PLACE NORFOLK, VA 23510	Vice Chmn. and CFO

Signatures

D. M. Martin, via P.O.A. for Henry C.
Wolf

11/03/2005

__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).

- 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 November 2, 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 made at various times and at various prices.
- (1)
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16b. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

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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