

Manion Mark D
Form 3/A
November 12, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Manion Mark D
(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/01/2004

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Exec. V.P.-Operations

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

10/06/2004

THREE COMMERCIAL
PLACE

(Street)

NORFOLK, VA 23510

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities
Beneficially Owned
(Instr. 4)

4,822 ⁽¹⁾

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

I

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

By 401(k) Plan

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manion Mark D THREE COMMERCIAL PLACE NORFOLK, VA 23510	Â	Â	Â Exec. V.P.-Operations	Â

Signatures

D. M. Martin, via. P.O.A. for Mark D. Manion	11/12/2004
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__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 October 1, 2004, the last date on which a formal statement was available, to have been credited to the

- (1) 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. The number of shares indirectly held by the 401(k) plan was overstated on the reporting person's original Form 3 filed on October 6, 2004.

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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