

NORFOLK SOUTHERN CORP
Form 4
March 02, 2006

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 *
GOODE DAVID 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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

THREE COMMERCIAL PLACE

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

(Street)

NORFOLK, VA 23510-2191

(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	Price	
Common Stock	03/01/2006		M		200,000	\$ 15.475	1,005,357 D
Common Stock	03/01/2006		S		39,600	\$ 51.5	965,757 D
Common Stock	03/01/2006		S		1,000	\$ 51.51	964,757 D
Common Stock	03/01/2006		S		300	\$ 51.52	964,457 D
Common Stock	03/01/2006		S		4,400	\$ 51.53	960,057 D

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Common Stock	03/01/2006	S	1,000	D	\$ 51.54	959,057	D
Common Stock	03/01/2006	S	26,700	D	\$ 51.55	932,357	D
Common Stock	03/01/2006	S	100	D	\$ 51.56	932,257	D
Common Stock	03/01/2006	S	300	D	\$ 51.61	931,957	D
Common Stock	03/01/2006	S	200	D	\$ 51.62	931,757	D
Common Stock	03/01/2006	S	4,300	D	\$ 51.66	927,457	D
Common Stock	03/01/2006	S	1,200	D	\$ 51.67	926,257	D
Common Stock	03/01/2006	S	1,000	D	\$ 51.68	925,257	D
Common Stock	03/01/2006	S	700	D	\$ 51.69	924,557	D
Common Stock	03/01/2006	S	3,100	D	\$ 51.7	921,457	D
Common Stock	03/01/2006	S	1,100	D	\$ 51.71	920,357	D
Common Stock	03/01/2006	S	3,100	D	\$ 51.72	917,257	D
Common Stock	03/01/2006	S	3,700	D	\$ 51.73	913,557	D
Common Stock	03/01/2006	S	2,000	D	\$ 51.74	911,557	D
Common Stock	03/01/2006	S	5,400	D	\$ 51.75	906,157	D
Common Stock	03/01/2006	S	800	D	\$ 51.76	905,357	D
Common Stock	03/01/2006	S	84,000	D	\$ 52	821,357	D
Common Stock	03/01/2006	S	6,000	D	\$ 52.05	815,357	D
Common Stock	03/01/2006	S	10,000	D	\$ 52.1	805,357	D
Common Stock	03/01/2006	G V	1,500	D	<u>(1)</u>	803,857	D
						13,468 ⁽²⁾	D

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.