

NORFOLK SOUTHERN CORP

Form 4

February 11, 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 *
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)
02/09/2005

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

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

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

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	(A) or (D)	Price	
Common Stock	02/09/2005		M		6,000	A	\$ 26.0208	17,597 D
Common Stock	02/09/2005		M		6,000	A	\$ 29.4583	23,597 D
Common Stock	02/09/2005		M		6,891	A	\$ 32.1563	30,488 D
Common Stock	02/09/2005		M		11,389	A	\$ 27.6875	41,877 D
Common Stock	02/09/2005		M		2,558	A	\$ 15.475	44,435 D

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Common Stock	02/09/2005	S	10,000	D	\$ 35.43	34,435	D	
Common Stock	02/09/2005	S	10,000	D	\$ 35.53	24,435	D	
Common Stock	02/09/2005	S	10,000	D	\$ 35.63	14,435	D	
Common Stock	02/09/2005	S	2,838	D	\$ 35.55	11,597	D	
Common Stock	02/10/2005	M	3,109	A	\$ 32.1563	14,706	D	
Common Stock	02/10/2005	M	3,611	A	\$ 27.6875	18,317	D	
Common Stock	02/10/2005	M	10,980	A	\$ 15.475	29,297	D	
Common Stock	02/10/2005	S	17,700	D	\$ 35.57	11,597	D	
Common Stock						5,246 ⁽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 1996)	\$ 26.0208	02/09/2005		M ⁽²⁾			6,000 ⁽²⁾	01/29/1997	01/28/2006	Common Stock	6,000
Option (granted 1997)	\$ 29.4583	02/09/2005		M ⁽²⁾			6,000 ⁽²⁾	02/03/1998	02/02/2007	Common Stock	6,000

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Option (granted 1998)	\$ 32.1563	02/09/2005	M ⁽²⁾	6,891 (2)	02/02/1999	02/01/2008	Common Stock	6,891
Option (granted 1999)	\$ 27.6875	02/09/2005	M ⁽²⁾	11,389 (2)	02/01/2000	01/31/2009	Common Stock	11,389
Option (granted 2001)	\$ 15.475	02/09/2005	M ⁽²⁾	2,558 (2)	01/29/2002	01/28/2011	Common Stock	2,558
Option (granted 1998)	\$ 32.1563	02/10/2005	M ⁽²⁾	3,109 (2)	02/02/1999	02/01/2008	Common Stock	3,109
Option (granted 1999)	\$ 27.6875	02/10/2005	M ⁽²⁾	3,611 (2)	02/01/2000	01/31/2009	Common Stock	3,611
Option (granted 2001)	\$ 15.475	02/10/2005	M ⁽²⁾	10,980 (2)	01/29/2002	01/28/2011	Common Stock	10,980

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

D. M. Martin, via P.O.A. for Marta R.
Stewart 02/11/2005

__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 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 February 10, 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.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. 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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