NORFOLK SOUTHERN CORP Form 8-K January 22, 2008

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 22, 2008 (January 22, 2008)

## NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia (State or Other Jurisdiction of Incorporation) **1-8339** (Commission File Number) **52-1188014** (IRS Employer Identification Number)

Three Commercial Place Norfolk, Virginia (757) 629-2680 (Registrant's telephone number, including area code)

23510-9241 (Address of principal executive offices)

No Change

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 2.02. Results of Operations and Financial Condition and

#### Item 7.01. Regulation FD Disclosure

On January 22, 2008, the Registrant issued a Press Release, attached hereto as Exhibit 99, reporting fourth quarter and 2007 results.

#### Item 7.01. Regulation FD Disclosure

On January 22, 2008, the Registrant posted its Quarterly Financial Review - Fourth Quarter 2007 on its website, <u>www.nscorp.com</u>, under the "Investors" tab.

#### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K:

#### **Exhibit Number Description**

99

Press Release dated January 22, 2008.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

#### SIGNATURES

## NORFOLK SOUTHERN CORPORATION

(Registrant)

/s/ Reginald J. Chaney

Name: Reginald J. Chaney Title: Assistant Corporate Secretary

Date: January 22, 2008

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#### EXHIBIT INDEX

<u>Exhibit Number</u>	<b>Description</b>		
99	Press Release d	ated January 22, 2008.	
ongview Ltd Class	A Common	529,610 I Ltd Partnership Poplar Terr Clas	ss A Common 1,992.352 I
GB Ltd Ptn Class A	Common	3,788.9 I Partnership/Nectar Class A Comm	non 438,008.5 I GANYMO
Trust/Partnership C	lass A Common	869,006 I WLLB B Trust/Remainder	Class A Common
1,167,689 I OB II T	rust Class A Com	non 172,752 I By Spouse Class B C	Common 1,056 D Class B
Common 1	,302 I Longview l	td Ptn Class B Common 115.478 I	GB Ltd Ptn Class B Common
350,000 I Partner	ship/Hebe Class H	Common 933,350.5 I GANYMO T	Trust/Partnership Class B Common
881,381 I W	LLB B Trust/Ren	ainder Class B Common 2,029,558	I OB II Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Und		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	
Non-Qualified Stock Option (right to buy)	\$ 50					05/01/2006	08/31/2007	Class B Common	600	
Non-Qualified Stock Option (right to buy)	\$ 30.63					05/01/2001	04/30/2008	Class B Common	50,722	
Non-Qualified Stock Option (right to buy)	\$ 31.13					05/01/2002	04/30/2009	Class B Common	54,514	
Non-Qualified Stock Option (right to buy)	\$ 25.22					05/01/2003	04/30/2010	Class B Common	79,084	

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Non_Qualified Stock Option (right to buy)	\$ 34.17	05/01/2004	04/30/2011	Class B Common	62,526
Non-Qualified Stock Option (right to buy)	\$ 32.11	05/01/2005	04/30/2012	Class B Common	79,272
Non-Qualified Stock Option (right to buy)	\$ 39.23	05/01/2006	04/30/2013	Class B Common	79,210
Non-Qualified Stock Option (right to buy)	\$ 46.58	05/01/2007	04/30/2014	Class B Common	63,381

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BROWN OWSLEY II 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	Х	Х	Chairman & CEO			
Signatures						

Nelea A. Absher, Attn In Fact for: Owsley Brown II 10/02/2006

\*\*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) Transfer of shares from a Grantor Trust to direct ownership.

#### **Remarks:**

Filing of this form should not be construed as an admission that the filing person is, for purposes of Section 16 of the Securitie

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.