

NORFOLK SOUTHERN CORP  
Form 8-K  
March 28, 2007

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):  
**March 27, 2007 (March 27, 2007)**

---

**NORFOLK SOUTHERN CORPORATION**  
(Exact name of registrant as specified in its charter)

---

**Virginia**  
(State or Other Jurisdiction  
of Incorporation)  
**Three Commercial Place**  
**Norfolk, Virginia**

**1-8339**  
(Commission File Number)

**52-1188014**  
(IRS Employer  
Identification Number)  
**(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)
- 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 8.01. Other Events**

On March 27, 2007, the Registrant issued a Press Release, attached hereto as Exhibit 99, announcing a modification to the Registrant's share repurchase program, increasing the number of shares to be repurchased from 50 million to 75 million and shortening the repurchasing term by 5 years from December 31, 2015 to December 31, 2010.

**Item 9.01. Financial Statements and Exhibits**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 99                    | Press release dated March 27, 2007, announcing the amendment of the share repurchase program. |

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/ Joseph C. Dimino

\_\_\_\_\_  
Name: Joseph C. Dimino  
Title: Vice President and Corporate Counsel

Date: March 27, 2007

**EXHIBIT INDEX**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 99                    | Press release dated March 27, 2007, announcing the amendment of the share repurchase program. |