NORFOLK SOUTHERN CORP

Form 4

February 17, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading GOODE DAVID R Issuer Symbol NORFOLK SOUTHERN CORP [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director

(Month/Day/Year) THREE COMMERCIAL PLACE 02/15/2006

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

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

(Ctata)

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	curities Ownership neficially Form: Direct (ned (D) or llowing Indirect (I) ported (Instr. 4) unsaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
a			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	02/15/2006		S	19,200	D	\$ 50.66	855,357	D	
Common Stock (1)	02/15/2006		S	12,800	D	\$ 50.68	842,557	D	
Common Stock (1)	02/15/2006		S	12,500	D	\$ 50.69	830,057	D	
Common Stock (1)	02/15/2006		S	13,500	D	\$ 50.7	816,557	D	
Common Stock (1)	02/15/2006		S	4,500	D	\$ 50.71	812,057	D	

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Common Stock (1)	02/15/2006	S	500	D	\$ 50.72	811,557	D	
Common Stock (1)	02/15/2006	S	6,000	D	\$ 50.73	805,557	D	
Common Stock (1)	02/15/2006	S	200	D	\$ 50.74	805,357	D	
Common Stock						13,439 (2)	I	By 401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			

GOODE DAVID R THREE COMMERCIAL PLACE X NORFOLK, VA 23510-2191

Signatures

D. M. Martin, via P.O.A. for David R. 02/16/2006 Goode

> **Signature of Reporting Person Date

2 Reporting Owners

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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) Two Forms 4 are being filed to reflect the exercise of a stock option and sale of the shares acquired, all on February 15, 2006. This is the second of two Forms 4.
- 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 15, 2006, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

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.