

NORFOLK SOUTHERN CORP  
 Form 4  
 June 02, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TOBIAS STEPHEN C**

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)

**NORFOLK, VA 23510**

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/30/2008**

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice Chmn. and C.O.O.**

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

**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	05/30/2008		M	95,554 A \$ 22.49	351,955	D	
Common Stock	05/30/2008		S	38,935 D \$ 67.5	313,020	D	
Common Stock	05/30/2008		S	100 D \$ 67.5025	312,920	D	
Common Stock	05/30/2008		S	2,079 D \$ 67.505	310,841	D	
Common Stock	05/30/2008		S	6,667 D \$ 67.51	304,174	D	

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Common Stock	05/30/2008	S	1,364	D	\$ 67.515	302,810	D
Common Stock	05/30/2008	S	7,700	D	\$ 67.52	295,110	D
Common Stock	05/30/2008	S	1,264	D	\$ 67.525	293,846	D
Common Stock	05/30/2008	S	1,536	D	\$ 67.53	292,310	D
Common Stock	05/30/2008	S	1,800	D	\$ 67.535	290,510	D
Common Stock	05/30/2008	S	1,036	D	\$ 67.54	289,474	D
Common Stock	05/30/2008	S	600	D	\$ 67.545	288,874	D
Common Stock	05/30/2008	S	2,850	D	\$ 67.555	286,024	D
Common Stock	05/30/2008	S	11,663	D	\$ 67.56	274,361	D
Common Stock	05/30/2008	S	300	D	\$ 67.565	274,061	D
Common Stock	05/30/2008	S	6,700	D	\$ 67.57	267,361	D
Common Stock	05/30/2008	S	400	D	\$ 67.575	266,961	D
Common Stock	05/30/2008	S	4,355	D	\$ 67.58	262,606	D
Common Stock	05/30/2008	S	3,155	D	\$ 67.59	259,451	D
Common Stock	05/30/2008	S	50	D	\$ 67.595	259,401	D
Common Stock	05/30/2008	S	2,100	D	\$ 67.6	257,301	D
Common Stock	05/30/2008	S	200	D	\$ 67.61	257,101	D
Common Stock	05/30/2008	S	400	D	\$ 67.62	256,701	D
Common Stock	05/30/2008	S	200	D	\$ 67.64	256,501	D
Common Stock	05/30/2008	S	100	D	\$ 67.66	256,401	D
						18,960 <sup>(1)</sup>	I



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- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). 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.