### Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

NORFOLK SOUTHERN CORP Form 4 September 13, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CARTER GENE R Issuer Symbol NORFOLK SOUTHERN CORP (Check all applicable) [NSC] 3. Date of Earliest Transaction (Last) (First) (Middle) X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) **1703 NORTH BEAUREGARD** 09/10/2005 STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting ALEXANDRIA, VA 22311-1714 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) anv Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 3,100 D Stock Lillian Y. Carter Common 50 I (1) Stock Living Trust

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

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#### 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. Transacti Code (Instr. 8)	Derivative	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units-Def. Fee Plan	(2)	09/10/2005		A <u>(2)</u>	8	(2)	(2)	Common Stock	8	\$ 36 (2)
Deferred Stock Units	<u>(3)</u>	09/10/2005		A <u>(3)</u>	120	(3)	(3)	Common Stock	120	\$ 36

# **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CARTER GENE R 1703 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311-1714	X					
Signatures						
D. M. Martin, via P.O.A. for Gene R. Carter	09/13/2005					
**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).

Held by Lillian Y. Carter and Gene R. Carter, Trustees, under trust agreement dated September 9, 2003, for the Lillian Y. Carter Living (1) Trust. The inclusion of these shares in this report shall not be construed as an admission the reporting person is the beneficial owner of

- these shares.
- (2) Reports the number of deferred stock units--on the basis of the market value of the Common Stock on the dividend payment date--to have been credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan. These deferred stock

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units ultimately will be satisfied in cash, not in shares of Common Stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the Directors' Deferred Fee Plan.

Reports the number of Deferred Stock Units, exempt under Rule 16b-3, credited to the account of the reporting person as of September(3) 10, 2005, under the terms of the Outside Directors' Deferred Stock Unit Program, on the basis of the market value of the Common Stock on the dividend payment date. These Units ultimately will be satisfied in cash, not in shares of Common Stock.

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.