**REASON J PAUL** Form 4 January 30, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** 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.

1(b).

Stock

(Print or Type Responses)

See Instruction

REASON J PAUL  2. Issuer Name and Ticker or Trading Symbol  Symbol  S. Relationship of Reporting Person(s) to Issuer	5. Relationship of Reporting Person(s) to Issuer		
NORFOLK SOUTHERN CORP [NSC] (Check all applicable)			
(Last) (First) (Middle) 3. Date of Earliest TransactionX_ Director 10% Owner (Month/Day/Year) Officer (give title Other (specify	7		
200 LIGON STREET 01/27/2006 below) below)			
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)	6. Individual or Joint/Group Filing(Check Applicable Line)		
NORFOLK, VA 23510  Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.	d		
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Natur	re of		
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect			
(Instr. 3) any Code Disposed of (D) Beneficially (D) or Benefic			
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Owners			
Following (Instr. 4) (Instr. 4  Reported	.)		
(A) Transaction(s)			
or (Instr. 3 and 4)			
Code V Amount (D) Price			
Common 3,189 (1) D			

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 (9-02)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)

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Deri Secu (Inst

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Underlying S	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	
Stock Units (Deferred)	<u>(2)</u>	01/27/2006		A(2)	3,000 (2)	(2)	(2)	Common Stock	3,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
REASON J PAUL 200 LIGON STREET NORFOLK, VA 23510	X						

#### **Signatures**

D. M. Martin, via P.O.A. for J. Paul Reason 01/30/2006

\*\*Signature of Reporting Person

# **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).

Date

- (1) Includes 89 shares of Common Stock acquired by the reporting person as a result of participating in the Norfolk Southern Corporation Dividend Reinvestment Plan, 9 of which were acquired by the reporting person as of December 10, 2005.
- Reports the number of Deferred Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on (2) January 27, 2006, under the terms of the Outside Directors' Deferred Stock Unit Program. 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.

Reporting Owners 2