

MCQUADE KATHRYN B
Form 4
April 13, 2007

FORM 4

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

OMB APPROVAL

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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 *
MCQUADE KATHRYN B

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P.-Planning & CIO

NORFOLK, VA 23510

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 ⁽¹⁾ | 04/12/2007 | | M | | 5,459 | A | \$ 22.02 |
| Common Stock | 04/12/2007 | | M | | 13,068 | A | \$ 34.1 |
| Common Stock | 04/09/2007 | | S ⁽²⁾ | | 100 | D | \$ 51.25 |
| Common Stock | 04/09/2007 | | S ⁽²⁾ | | 100 | D | \$ 51.26 |
| Common Stock | 04/09/2007 | | S ⁽²⁾ | | 100 | D | \$ 51.29 |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|---------|---|
| Common Stock | 04/09/2007 | <u>S(2)</u> | 200 | D | \$ 51.3 | 114,629 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 300 | D | \$ 51.31 | 114,329 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 459 | D | \$ 51.32 | 113,870 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 500 | D | \$ 51.33 | 113,370 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 1,559 | D | \$ 51.34 | 111,811 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 1,041 | D | \$ 51.35 | 110,770 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 568 | D | \$ 51.36 | 110,202 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 200 | D | \$ 51.37 | 110,002 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 200 | D | \$ 51.38 | 109,802 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 300 | D | \$ 51.39 | 109,502 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 700 | D | \$ 51.4 | 108,802 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 800 | D | \$ 51.41 | 108,002 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 300 | D | \$ 51.42 | 107,702 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 200 | D | \$ 51.43 | 107,502 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 400 | D | \$ 51.44 | 107,102 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 300 | D | \$ 51.45 | 106,802 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 100 | D | \$ 51.46 | 106,702 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 500 | D | \$ 51.47 | 106,202 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 1,206 | D | \$ 51.48 | 104,996 | D |
| Common Stock | 04/09/2007 | <u>S(2)</u> | 800 | D | \$ 51.49 | 104,196 | D |
| | 04/09/2007 | <u>S(2)</u> | 1,296 | D | \$ 51.5 | 102,900 | D |

Common
Stock

Common Stock 04/09/2007 S⁽²⁾ 1,898 D \$ 51.51 101,002 D

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) granted 2004 | \$ 22.02 | 04/12/2007 | | M ⁽³⁾ | 5,459 (3) | 01/30/2005 01/29/2014 | Common Stock | 5,459 |
| Option (right to buy) granted 2005 | \$ 34.1 | 04/12/2007 | | M ⁽³⁾ | 13,068 (3) | 01/28/2006 01/27/2015 | Common Stock | 13,068 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCQUADE KATHRYN B THREE COMMERCIAL PLACE NORFOLK, VA 23510 | | | Exec. V.P.-Planning & CIO | |

Signatures

D. M. Martin, via P.O.A. for Kathryn B.
McQuade

04/13/2007

__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).
- (1) Two Forms 4 are being filed to reflect the exercise of a stock option sale of the shares acquired, all on April 12, 2007. This is the first of two Forms 4.
- (2) This reflects the sale of Norfolk Southern Common Stock pursuant to a Rule 10b5-1(c) sales plan.
- (3) 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.

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