### Edgar Filing: BELL THOMAS D JR - Form 4

BELL THOM	IAS D JR										
Form 4											
March 10, 20	10										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECUR				ITIES AND EXCHANGE CO hington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check this					2.0.20	••			Expires:	January 31,	
if no longer STATEMENT OF CHANG				GES IN BENEFICIAL OWN				<b>NERSHIP OF</b>		2005	
subject to				SECURITIES						Estimated average burden hours per	
	Form 4 or									response 0.5	
Form 5	Filed purs	suant to S	Section 16	6(a) of the	Securiti	es Ex	cchang	ge Act of 1934,			
obligation		a) of the l	Public Ut	ility Hold	ing Com	pany	Act o	f 1935 or Sectio	n		
may contin See Instru		30(h)	of the Inv	vestment (	Company	Act	of 19	40			
1(b).											
(Print or Type R	esponses)										
1. Name and Ac	Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer						
BELL THOMAS D JR Symbol								155001			
				RFOLK SOUTHERN CORP				(Check all applicable)			
			[NSC]					(		- /	
(Last)	(First) (N	fiddle)	3. Date of	Earliest Tra	insaction			_X_ Director		6 Owner	
			(Month/Da	-				Officer (give title Other (specify below) below)			
40 VALLEY ROAD			03/10/20	010							
			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)				Applicable Line)			
								_X_Form filed by One Reporting Person Form filed by More than One Reporting			
ATLANTA,	GA 30305							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	e 2A. Dee	med	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)		on Date, if	1			Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/	Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)			-	(D) or Indirect (I)	Beneficial Ownership	
		(INIOIIII)	Day/Teal)	(111501.0)	(11150.5,	4 anu	3)	Following	(Instr. 4)	(Instr. 4)	
						( )		Reported	. ,	. ,	
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	03/10/2010			А	3,000	А	\$0	3,000 (1)	D		
Stock (1)	03/10/2010			A	(1)	A	φU	<u>5,000 (*)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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)

#### 1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 2. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Securities Security (Month/Day/Year) (Instr. 3 and 4) or Exercise any Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Expiration Title Date or Exercisable Number Date Code V (A) (D) of Shares Restricted Common $A^{(1)}$ (1) (1)18.932 Stock 18.932 (1) 03/10/2010 Stock Units

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BELL THOMAS D JR							
40 VALLEY ROAD	Х						
ATLANTA, GA 30305							
Signatures							
H. D. McFadden via POA for T Bell, Jr.	).	03/10/2010					

\*\*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).

Reports the number of restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term Incentive Plan in the form of dividend equivalent payments on restricted stock units held under the plan, calculated on the basis of the

(1) market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in common stock upon the reporting person's termination of service or death.

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.

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