Edgar Filing: HIXON JAMES A - Form 4

IIIVON LAMES A

Form 4	IES A									
September 13, 2010 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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							OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: January 31 2005 Estimated average burden hours per response 0.5			
(Print or Type F		Person [*] 2 Losue	Nama and	Tieker or	Tradi	na	5. Relationship of	Reporting Pers	on(s) to	
HIXON JAMES A S			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				(Check all applicable)			
(N			 B. Date of Earliest Transaction Month/Day/Year) 09/13/2010 				Director 10% Owner X Officer (give title Other (specify below) below) Exec.VP-Law & Corp. Relatiions			
NORFOLK,	(Street) VA 23510		ndment, Da hth/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	One Reporting Pe	rson	
(City)		(Zip) Tabl	e I - Non-D	erivative	Secur	ities Aca	Person uired, Disposed of	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7 Form: Direct I (D) or F Indirect (I) 0	7. Nature of	
Common Stock	09/13/2010		M	5,554	A	\$ 22.49	129,718	D		
Common Stock	09/13/2010		S	5,554	D	\$ 59.48	124,164	D		
Common Stock							7,738.5786 (1)	Ι	By 401(k) Plan	

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

Edgar Filing: HIXON JAMES A - Form 4

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 5 ()
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to buy (granted 2002)	\$ 22.49	09/13/2010		M <u>(2)</u>		5,554 (2)	01/28/2003	01/27/2012	Common Stock	5,554	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HIXON JAMES A THREE COMMERCIAL PLACE NORFOLK, VA 23510			Exec.VP-Law & Corp. Relatiions					

Signatures

H. D. McFadden, via P.O.A. for James A. Hixon

09/13/2010

**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).

Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of September 10, 2010, to have been credited to the reporting person's account in the Norfolk Southern

Date

(1) That Administrator is as of september 10, 2010, to have been created to the reporting person's account in the Norton's Southern Corporation Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

(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.

Γ