Manion Mark D Form 4 November 23, 2010

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person Manion Mark D	<ul> <li>2. Issuer Name and Ticker or Trading</li> <li>Symbol</li> </ul>	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	NORFOLK SOUTHERN CORP [NSC]				
(Last) (First) (Middle) THREE COMMERCIAL PLACE	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2010	Director 10% Owner _X_ Officer (give title Other (specify below)  Exec. Vice President & COO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
NORFOLK, VA 23510		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

### NORFOLK, VA 23510

(City)	(State) 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		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	11/23/2010		G	V	670	D	\$0	79,096	D		
Common Stock	11/23/2010		G	V	335	D	\$0	78,761	D		
Common Stock	11/23/2010		G	V	335	D	\$ 0	78,426	D		
Common Stock	11/23/2010		G	V	335	D	\$0	78,091	D		
Common Stock	11/23/2010		G	V	335	D	\$0	77,756	D		

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Common Stock	11/23/2010	G	V 335	D	\$0	77,421	D	
Common Stock	11/23/2010	G	V 335	D	\$0	77,086	D	
Common Stock	11/23/2010	G	V 335	D	\$ 0	76,751	D	
Common Stock	11/23/2010	G	V 335	D	\$0	76,416	D	
Common Stock	11/23/2010	G	V 335	D	\$ 0	76,081	D	
Common Stock	11/23/2010	G	V 335	D	\$ 0	75,746	D	
Common Stock	11/23/2010	G	V 335	D	\$ 0	75,411	D	
Common Stock	11/23/2010	G	V 335	D	\$ 0	75,076	D	
Common Stock	11/23/2010	G	V 335	D	\$ 0	74,741	D	
Common Stock						5,656.5579 <u>(1)</u>	I	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 number.

SEC 1474 (9-02)

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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Manion Mark D Exec. Vice
THREE COMMERCIAL PLACE President &
NORFOLK, VA 23510 COO

**Signatures** 

H. D. McFadden, via P.O.A. for M. D.

Manion 11/23/2010

\*\*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).

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 November 22, 2010, to have been credited to the reporting person's account in the Norfolk 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.

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 3