## Edgar Filing: RATHBONE JOHN P - Form 4

Form 4	JOHN P											
December 06	, 2010											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
UNITED STATES SECURIT						ND EXC D.C. 205		OMB Number:	3235-0287			
if no longe subject to Section 16 Form 4 or	er <b>STATEM</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES								Expires: Estimated a burden hou response	irs per	
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												
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> RATHBONE JOHN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
		NORFOLK SOUTHERN CORP [NSC]					r	(Check all applicable)				
(Last) THREE COM	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2010						Director 10% Owner X Officer (give title Other (specify below) below) Executive V.P Administration					
					endment, Date Original nth/Day/Year)				<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
NORFOLK,	VA 23510									More than One Re		
(City)	(State) (2	Zip)	Table	e I - Nor	n-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3.4. SecuritiesTransactionAcquired (ACodeDisposed of(Instr. 8)(Instr. 3, 4 and 1)			ed (A) or ed of (D) 8, 4 and 5)		Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/06/2010			G	V	1,625	D	\$0	100,425	D		
Common Stock									9,511.8357 <u>(1)</u>	I	By 401(k) Plan	

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 9 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Director	10% Owner	Officer	Other				
RATHBONE JOHN P THREE COMMERCIAL PLACE NORFOLK, VA 23510			Executive V.P Administration					
Signatures								
H. D. McFadden, via P.O.A. for John P. Rathbone		12/06/201	0					
**Signature of Reporting Person		Date						
<b>Explanation of Respo</b>	nses:							

\* 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 December 3, 2010, to have been credited to the reporting person's account in the Norfolk Southern

 (1) Fran Administrator -- as of December 3, 2010, to have been created to the reporting person's account in the Norrok 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.