RATHBONE JOHN P

Form 4

December 07, 2010

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

OMB APPROVAL OMB

Check this box if no longer

3235-0287 Number: January 31,

subject to Section 16. Form 4 or

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

Expires: 2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** RATHBONE JOHN P			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		NORFC [NSC]	LK SOU	THERN CORP	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of (Month/D	Earliest Tr	ransaction	Director 10% Owner X Officer (give title Other (specify				
THREE COMMERCIAL PLACE			12/07/20	010		below) below) Executive V.P Administration				
(Street)			4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
			Filed(Mon	th/Day/Year)					
NORFOLK,	VA 23510					Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-E	Perivative Securities A	equired, Disposed	of, or Beneficia	lly Owned		
1.Title of		n Date 2A. De		3.	4. Securities	5. Amount of	6. Ownership			
Security	(Month/Day/	Year) Execut	ion Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect		

ΟI	2. Transaction Date	ZA. Deemed	3.		4. Securi	4. Securities		5. Amount of	6. Ownership	/. Nature of
7	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or				r	Securities	Form: Direct	Indirect
)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)
						(4)		Reported		
								Transaction(s)		
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
non	12/07/2010		G	V	475	D	\$0	99,950	D	
,	or y 3)	(Month/Day/Year)	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year)	(Month/Day/Year) Execution Date, if Transa any Code (Month/Day/Year) (Instr. Code 12/07/2010 G	(Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V 12/07/2010 G V	(Month/Day/Year) Execution Date, if TransactionAcquired any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount	(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code V Amount (D) (Month/Day/2010) G V 475 D	(Month/Day/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price 12/07/2010 G V 475 D \$ 0	(Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4)

By 401(k) Common 9,491.5791 (1) I

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Plan

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

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

12/07/2010

**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 December 6, 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.

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