CARTER GENE R

Form 4

January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES 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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARTER GENE R			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 1703 NORTI STREET	703 NORTH BEAUREGARD			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010				X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ALEXANDE					Form filed by More than One Reporting Person						
(City)	(State)	Zip)	Table	I - Non-Do	erivative S	ecurities	Acq	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	rice	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock								3,100	D		
Common Stock								50	I (1)	Lillian Y. Carter Living Trust	

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

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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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units-Dir. Def. Fee Plan	(2)	12/31/2010		A(2)	179.0831	(2)	(2)	Common Stock	179.083

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

CARTER GENE R 1703 NORTH BEAUREGARD STREET X ALEXANDRIA, VA 22311-1714

Signatures

H. D. McFadden, via P.O.A. for Gene R.
Carter 01/04/2011

**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).
- Held by Lillian Y. Carter and Gene R. Carter, Trustees, under trust agreement dated September 9, 2003, for the Lillian Y. Carter Living(1) Trust. The inclusion of these shares in this report shall not be contrued as an admission the reporting person is the beneficial owner of these shares.
- Reports the number of deferred stock units--on the basis of the market value of the Common Stock on the last trading day of each quarter--credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan for deferral of quarterly fees. These deferred stock units ultimately will be satisfied in cash, not in shares of Common Stock, upon the reporting person's retirement or other termination of service, or at such other time as may be elected under the terms of the Directors' Deferred Fee 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.

Reporting Owners 2