Edgar Filing: HIXON JAMES A - Form 4

HIXON JAME Form 4	ES A										
February 16, 20	011										
FORM	Δ								OMB AF	PROVAL	
	UNITED	STATES S		ITIES A hington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	ENT OF suant to Se a) of the Pu 30(h) o	ection 16 ublic Ut	SECUR (a) of the	Expires: January 31 2005 Estimated average burden hours per response 0.5							
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> HIXON JAMES A			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) THREE COM	(First) (M MERCIAL PL	(3. Date of Month/Da 02/16/20	-	ansaction			Director XOfficer (give below) Exec.VP-La		Owner er (specify atiions	
NORFOLK, V	(Street)			ndment, Da th/Day/Year)	-			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson	
(City)		(Zip)	Table	e I - Non-D	erivative S	Securi		Person iired, Disposed of,	or Beneficial	lv Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		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 Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect			
Common 0 Stock 0	2/16/2011			Code V M	Amount 10,000	(D) A	Price \$ 22.49	(insu: 5 and 4) 142,025	D		
Common Stock 0	2/16/2011			S	10,000	D	\$ 65.5	132,025	D		
Common Stock								7,737.6889 (<u>1)</u>	Ι	By 401(k) Plan	

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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
Option to buy (granted 2002)	\$ 22.49	02/16/2011		M <u>(2)</u>		10,000 (2)	01/28/2003	01/27/2012	Common Stock	10,000

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 Hixon	s A.	02/16/2011						

**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 February 15, 2011, to have been credited to the reporting person's account in the Norfolk Southern

Date

- (1) That Administrator is a soft contary 15, 2011, to have been electricated to the reporting person's account in the Averon 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.