Edgar Filing: HIXON JAMES A - Form 4

HIXON JAM Form 4	IES A											
February 25,	2011											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 of	Ger STATEM 6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31, 2005Estimated averageburden hours per response0.5			
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a	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	Responses)											
1. Name and Address of Reporting Person <u>*</u> HIXON JAMES A			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP					5. Relationship of Reporting Person(s) to Issuer				
			[NSC]					(Check all applicable)				
(Last) (First) (Middle) THREE COMMERCIAL PLACE			3. Date of Earliest Transaction (Month/Day/Year) 02/23/2011					Director 10% Owner XOfficer (give title Other (specify below) Exec.VP-Law & Corp. Relations				
				ndment, Da th/Day/Year)	-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NORFOLK,	VA 23510								Iore than One Re			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common Stock	02/23/2011			Code V M	Amount 4,446	(D) A	Price \$ 22.49	136,471	D			
Common Stock							22.47	7,768.3232 (1)	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. Transactio Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				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>		4,446 (2)	01/28/2003	01/27/2012	Common Stock	4,446	

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 A. Hixon

**Signature of Reporting Person

02/25/2011 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 February 24, 2011, to have been credited to the reporting person's account in the Norfolk Southern

- (1) That Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to the reporting person's account in the Administrator as of February 24, 2011, to have been created to ha
- (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.