NORFOLK SOUTHERN CORP

Form 4 April 01, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

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Check this box

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * LEER STEVEN F			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	· · ·		3. Date of Earliest Transaction (Month/Day/Year)				X Director Officer (gives below)		6 Owner er (specify	
CITYPLACE ONE, SUITE 300			03/31/2011							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)				
ST. LOUIS,	MO 63141		T Hed (Work	ir Bayr i car)				_X_ Form filed by	One Reporting Po	
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securit	ies Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securi onAcquirec Disposed (Instr. 3,	d (A) or 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 orDerivative 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	<u>(1)</u>	03/31/2011		A(1)	324.8159	<u>(1)</u>	<u>(1)</u>	Common Stock	324.8159

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEER STEVEN F CITYPLACE ONE, SUITE 300 ST. LOUIS, MO 63141	X					

Signatures

H. D. McFadden, via P.O.A. for Steven F.

Leer

**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).
- 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.

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