## Edgar Filing: BOWLES ERSKINE B - Form 4

| BOWLES EF   | RSKINE B   |                 |   |  |  |   |  |  |   |  |  |
|---|--|-----------------|---|--|--|---|--|--|---|--|--|
| Form 4  | 0011   |                 |   |  |  |   |  |  |   |  |  |
| September 13  |  |                 |   |  |  |   |  |  |   |  |  |
| FORM  | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |                 |   |  |  |   |  | 9PROVAL<br>3235-0287   |   |  |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>StateMent of CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |  |                 |   |  |  |   | January 3<br>Expires: 200<br>Estimated average<br>burden hours per<br>response 0                   |  |   |  |  |
| (Print or Type R  | esponses)  |                 |   |  |  |   |  |  |   |  |  |
| BOWLES ERSKINE B S  |  |                 | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>NORFOLK SOUTHERN CORP<br>[NSC] |  |  | Issuer                                    | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                      |  |   |  |  |
| (Last) (First) (Middle) 6725 OLD PROVIDENCE ROAD  |  |                 | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>09/10/2011                       |  |  |   | X Director<br>Officer (give<br>below)  | Officer (give title Other (specify   |   |  |  |
|   |  |                 |   | ndment, Date Original<br>hth/Day/Year) |  |   | Applicable Line)   | <ol> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol> |   |  |  |
| CHARLOTT  | TE, NC 28226   |                 |   |  |  |   | Form filed by M<br>Person  | Aore than One R  | eporting  |  |  |
| (City)  | (State)  | (Zip)           | Table   | e I - Non-De                           | erivative S  | ecurities                                 | Acquired, Disposed of  | f, or Beneficia  | lly Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Dat<br>(Month/Day/Year)   | ) Execution any | emed<br>on Date, if<br>/Day/Year)   | Code<br>(Instr. 8)                     | 4. Securit<br>onAcquired<br>Disposed<br>(Instr. 3, | (A) or<br>of (D)<br>4 and 5)<br>(A)<br>or | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Common<br>Stock   |  |                 |   | Coue V                                 | Amount   | (D) Pr                                    | 3,016.8296 <u>(1)</u>  | D  |   |  |  |
| Reminder: Repo  | ort on a senarate line   | for each o      | lass of secur   | ities benefi                           | cially own   | ed 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.

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<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of 6. Date Expiration<br>Derivative Expiration<br>Securities (Month/Date)<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                     |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pr<br>Deri<br>Secu<br>(Inst |
|---|---|---|---|--|---|---------------------|--------------------|---|-------------------------------------|--------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                |
| Deferred<br>Stock<br>Units -<br>Dir. Def.<br>Fee Plan | (2)   | 09/10/2011                              |   | A <u>(2)</u>                           | 4.1628  | (2)                 | (2)                | Common<br>Stock   | 4.1628                              | \$ 6                           |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                               | Relationships |            |         |       |  |  |
|---|---------------|------------|---------|-------|--|--|
| FB  | Director      | 10% Owner  | Officer | Other |  |  |
| BOWLES ERSKINE B<br>6725 OLD PROVIDENCE ROAD<br>CHARLOTTE, NC 28226 | Х             |            |         |       |  |  |
| Signatures  |               |            |         |       |  |  |
| H. D. McFadden via POA for Erskin<br>Bowles                         | ne B.         | 09/13/2011 |         |       |  |  |
| **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).
- (1) Includes 16.8296 shares of Common Stock acquired by the reporting person as a result of participating in the Norfolk Southern Corporation Dividend Reinvestment Plan.

Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis

(2) of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock upon the reporting person's retirement or at such other time as may be elected under the terms of the 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.