Edgar Filing: HORN KAREN N - Form 4

HORN KARI										
December 13 FORM	4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL OMB 3235-0287 Number: 21	
if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATI 5. Filed p ¹⁵ Section 1	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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						burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> HORN KAREN N			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 66-4 ELY'S	(First) FERRY ROA	(Middle)	3. Date of (Month/Da 12/10/20	-	nsaction		XDirector Officer (give below)		6 Owner er (specify	
			endment, Date Original nth/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	or (D) Price	(Instr. 3 and 4) 3,000	D		

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

Persons who respond to the collection of information contained in this form are not 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 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
Restricted Stock Units	<u>(1)</u>	12/10/2011		A <u>(1)</u>	58.3069	<u>(1)</u>	<u>(1)</u>	Common Stock	58.3069

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HORN KAREN N 66-4 ELY'S FERRY ROAD LYME, CT 06371	Х						
Signatures							
H. D. McFadden via P.O.A. for Horn	12/13/2011						

**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).

Reports the number of restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term
 Incentive Plan in the form of dividend equivalent payments on restricted stock units held under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in common stock

Date

upon the reporting person's termination of service or death. 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.