Edgar Filing: SEALE DONALD W - Form 4

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Form 4	0012										
January 11, 2	_								OMB AF	PROVAL	
FORM	UNITED	STATES		LITIES A			NGE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	6.	GES IN BENEFICIAL OWNERS SECURITIES				NERSHIP OF	Expires: January 3 20 Estimated average burden hours per response 0				
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940						1935 or Section	·				
(Print or Type F	Responses)										
			2. Issuer Name and Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer			
			NORFOLK SOUTHERN CORP [NSC]					(Check all applicable)			
(Mon			(Month/D	. Date of Earliest Transaction Month/Day/Year) 1/10/2012				Director 10% Owner X_ Officer (give title Other (specify below) below) Exec. V.P. and CMO			
(Street) 4. If Amer			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NORFOLK,	, VA 23510							Form filed by M Person			
(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)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
C				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/10/2012			М	4,541	А	\$ 22.02	163,440	D		
Common Stock								3,055.6879 (1)	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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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 onof Derivative 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to buy (granted 2004)	\$ 22.02	01/10/2012		М	4,541 (2)	01/30/2005	01/29/2014	Common Stock	4,541	

Reporting Owners

Reporting Owner Name / Address	Relationships					
To Porting Collection Collection	Director	10% Owner	Officer	Other		
SEALE DONALD W THREE COMMERCIAL PLACE NORFOLK, VA 23510			Exec. V.P. and CMO			
Signatures						
H. D. McFadden, via P.O.A. for D. W	7.	01/11/2012				

Seale __**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).

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 January 10, 2012, to have been credited to the reporting person's account in the Norfolk Southern Corporation

- (1) That Administrator as of saturary 10, 2012, to have been created to the reporting person's account in the vortoric southern corporation.
 (1) 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.

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