SEALE DONALD W

Form 4

January 27, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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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

may continue. See Instruction

1(b).

(Last)

(City)

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SEALE DONALD W

2. Issuer Name and Ticker or Trading

Symbol

NORFOLK SOUTHERN CORP

(Check all applicable)

Issuer

[NSC]

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) Exec.VP and CMO

THREE COMMERCIAL PLACE

(First)

(State)

01/25/2012

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person Dominative Committee Apprimed Disposed of an Domesically Or

(Street)

Filed(Month/Day/Year)

(Middle)

(Zip)

NORFOLK, VA 23510

` •		Table 1 - Non-	Derivative Securities Acqui	rea, Disposea oi,	, or beliefic	iany Owned
1.Title of	2. Transaction Date 2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature

1.11116 01	2. Hallsaction Date	ZA. Decilieu	٥.	4. Securi	ues A	cquired (A)	J. Allioulit of	0.	7. Ivaluie oi
Security	(Month/Day/Year)	Execution Date, if	Transactio	nor Dispos	sed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					()		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	A mannt	or (D)	Duina	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	01/25/2012		$M_{\underline{(1)}}$	7,000	A	\$ 0 (1)	170,440	D	
Stock	01,20,2012			,,,,,,		~ ~ <u> </u>	1,0,		
Common						¢			
Common	01/25/2012		F	2,306	D	\$ 73.9025	168,134	D	
Stock						13.9025			
Common							3,100.2049		By 401(k)
								I	
Stock							(2)		Plan

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

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number.

5. Number

6. Date Exercisable and Expiration

7. Title and Amou

Underlying Securi

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

(Month/Day/Year) Execution Date, if Transaction of Derivative Date

Security (Instr. 3)	or Exercise Price of Derivative Security	, , ,	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	')	(Instr. 3 and	4)
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock	\$ 0 (1)	01/25/2012		M <u>(1)</u>	7,000	01/25/2012(1)	01/25/2012(1)	Common Stock	7,0

Reporting Owners

Conversion

Reporting Owner Name / Address	Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

SEALE DONALD W

1. Title of

Derivative

Units

THREE COMMERCIAL PLACE Exec. VP and CMO

NORFOLK, VA 23510

Signatures

H. D. McFadden, via P.O.A. for Donald W. Seale 01/27/2012

**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) Represents shares earned by the reporting person that were originally granted as restricted stock units on January 25, 2007, under the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
- 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 25, 2012, to have been credited to the reporting person's account in the Norfolk Southern Corporation 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.

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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