## Edgar Filing: HORN KAREN N - Form 4

HODNER ADENIN

| Form 4   |   |   |   |  |                          |   |  |  |   |  |
|--|---|---|---|--|--------------------------|---|--|--|---|--|
| March 13, 20   | 4 UNITED  | Washington, D.C. 20549  |   |  |                          |   |  |  | OMB APPROVAL<br>OMB 3235-0287<br>Number:                          |  |
| Check this<br>if no longe<br>subject to<br>Section 16<br>Form 4 or<br>Form 5<br>obligation<br>may contin<br><i>See</i> Instruct<br>1(b). | er <b>STATE</b><br>5.<br>Filed pu<br>s Section 17 | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES 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 20(b) of the Investment Company Act of 1940 |   |  |                          |   |  | Expires:<br>Estimated a<br>burden hou<br>response                    | irs per   |  |
| (Print or Type R   | esponses)   |   |   |  |                          |   |  |  |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>HORN KAREN N   |   |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>NORFOLK SOUTHERN CORP<br>[NSC] |  |                          | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable) |  |  |   |  |
| (Last) (First) (Middle)<br>66-4 ELY'S FERRY ROAD   |   |   | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>03/10/2012                       |  |                          | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)  |  |  |   |  |
|  |   |   |   | ndment, Date<br>th/Day/Year)           | e Original               |   | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person            |  |   |  |
| LYME, CT (   | 06371   |   |   |  |                          |   | Form filed by I<br>Person  | More than One Re   | eporting  |  |
| (City)   | (State)   | (Zip)   | Table   | e I - Non-De                           | erivative S              | ecurities Ac  | quired, Disposed o   | f, or Beneficial   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction D<br>(Month/Day/Yea                | r) Execution<br>any   | med<br>on Date, if<br>Day/Year)   | 3.<br>Transactio<br>Code<br>(Instr. 8) | Disposed<br>(Instr. 3, 4 | (A) or<br>of (D)<br>4 and 5)<br>(A)<br>or                                     | 5. Amount of<br>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  |   |   |   | Code V                                 | Amount                   | (D) Price   | 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<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>Transactic<br>Code<br>(Instr. 8) | TransactiorDerivative<br>Code Securities |                     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|--|--|---------------------|--|-----------------|---|--|
|   |   |   |   | Code V                                 | (A) (D)                                  | Date<br>Exercisable | Expiration<br>Date   | Title           | Amount or<br>Number of<br>Shares                                    |  |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 03/10/2012                              |   | A <u>(1)</u>                           | 84.6702                                  | (1)                 | <u>(1)</u>   | Common<br>Stock | 84.6702   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                   | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| I O   | Director      | 10% Owner | Officer | Other |  |  |  |
| HORN KAREN N<br>66-4 ELY'S FERRY ROAD<br>LYME, CT 06371 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| H. D. McFadden via P.O.A. for<br>Horn                   | 03/13/2       | 012       |         |       |  |  |  |

<u>\*\*Signature of Reporting Person</u>

## **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.