Edgar Filing: BOWLES ERSKINE B - Form 4

BOWLES ER	SKINE B									
Form 4										
September 12	, 2012									
FORM	UNITED	Washington, D.C. 20549							9PROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATEN 5. Filed put s Section 170	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			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 6725 OLD P	(First) (Middle)		-	nsaction		X Director Officer (give below)		6 Owner er (specify	
				ndment, Date Original th/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 			
CHARLOTT	TE, NC 28226						Form filed by I Person	More than One Ro	eporting	
(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 Da (Month/Day/Year) Execution any		3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock						. ,	3,119.242 <u>(1)</u>	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. Transacti 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
Deferred Stock Units - Dir. Def. Fee Plan	(2)	09/10/2012		A <u>(2)</u>	13.75	(2)	(2)	Common Stock	13.75
Restricted Stock Units	<u>(3)</u>	09/10/2012		A <u>(3)</u>	14.3981	<u>(3)</u>	<u>(3)</u>	Common Stock	14.3981

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BOWLES ERSKINE B 6725 OLD PROVIDENCE ROAD CHARLOTTE, NC 28226	Х					
Signatures						
H. D. McFadden via POA for Erskin Bowles	ne B.	09/12/2012				

**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).
- (1) Includes 119.2420 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

Date

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.

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

(3) Interface ran in the form of divident equivalent payments on restricted stock units neit 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 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.