Edgar Filing: BOWLES ERSKINE B - Form 4

BOWLES EF	RSKINE B									
Form 4										
October 02, 2	.012							<u></u>		
FORM	4 UNITE	П СТАТЕС	SECUD	ITIES AP		HANCE	COMMISSION	т	PPROVAL	
Check thi		DSIAILS		hington,				OMB Number:	3235-0287	
Section 16. Form 4 or Form 5 Filed pursuant to			F CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Section 16(a) of the Securities Exchange Act of 19 Public Utility Holding Company Act of 1935 or S				ge Act of 1934,	burden hou response	Estimated average burden hours per response 0.	
<i>See</i> Instru 1(b).		30(h)	of the Inv	vestment (Company	Act of 19	40			
(Print or Type R	esponses)									
I			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 6725 OLD P	(First) ROVIDENCH	(Middle) E ROAD	[NSC] 3. Date of (Month/Da 09/28/20	-	nsaction		_X_ Director Officer (give below)		6 Owner er (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
CHARLOTT	TE, NC 28226						Form filed by M 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 Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med 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	(D) Price	(Instr. 3 and 4) 3,119.242 (1)	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. Transactio Code (Instr. 8)	5. Number of pDerivative 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)	09/28/2012		A <u>(2)</u>	353.6068		(2)	<u>(2)</u>	Common Stock	353.6068

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 Erski Bowles	10/02/2012						
**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) 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--on the basis of the market value of the Common Stock on the last trading day of each
 quarter--credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan for deferral of

(2) quarterly fees. These deferred stock units ultimately will be satisfied in cash, not in shares of Common Stock, upon the reporting person's retirement or other termination of services, or at such other time as may be elected under the terms of the Directors' Deferred Fee 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.