### TOBIAS STEPHEN C

Form 4

February 01, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

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January 31, 2005

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subject to

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

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * TOBIAS STEPHEN C			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction	Director		Owner	
			(Month/D	•		_X_ Officer (giv below)	below)	er (specify	
THREE COMMERCIAL PLACE			01/28/20	005		Vice Chmn. and C.O.O.			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
NORFOLK, VA 23510						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Yea	r) Execution	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect	
(Instr. 3) any		any	Code		(D)	Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	

(Instr. 3)		any (Month/Day/Year)	(D) (Instr. 3, 4 and 5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/28/2005		A(1)	12,860	A	(1)	188,857	D	
Common Stock	01/28/2005		A(2)	42,000	A	<u>(2)</u>	230,857	D	
Common							17 102 (3)	ī	By 401(k)

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

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 $17,182 \frac{(3)}{}$ 

Plan

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#### number.

# 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	tionSecurities Disposed		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title Underl (Instr. 3
	Security						Date Exercisable	Expiration Date	Title
Option				Code V	V (A)	(D)			
(right to buy) granted 2005	\$ 34.1	01/28/2005		A(4)	35,000		01/28/2008(4)	01/27/2015	Comi
Restricted Stock Units	<u>(5)</u>	01/28/2005		A(5)	28,000 (5)		<u>(5)</u>	(5)	Comi
Stock Units (Deferred)	<u>(6)</u>	01/31/2005(6)		D		15,890.1837 (6)	01/31/2005	01/31/2005	Com

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

TOBIAS STEPHEN C THREE COMMERCIAL PLACE NORFOLK, VA 23510

Vice Chmn. and C.O.O.

# **Signatures**

D. M. Martin, via P.O.A. for Stephen C.Tobias

02/01/2005

Date

\*\*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) Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
- The reporting person was awarded 42,000 shares of restricted stock under the Long-Term Incentive Plan (a Rule 16b-3 plan) on January 28, 2005. These shares will be distributed to the reporting person on the earlier of the expiration of the restriction period or January 28, 2010.
- (3) 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 31, 2005, to have been credited to the reporting person's account in the Norfolk Southern Corporation

Reporting Owners 2

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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.

- Reports the grant to the reporting person of option to purchase 35,000 shares of common stock under the Norfolk Southern Corporation (4) Long-Term Incentive Plan (a Rule 16b-3 plan). The options may be exercisable in certain cases after January 28, 2006, if the reporting person retires.
- Reports the number of Restricted Stock Units, exempt under Section 16b(3), granted and credited to the account of the reporting person on January 28, 2005, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restriction period or January 28, 2010, whichever is earlier.
- (6) Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents under the Long-Term Incentive Plan (a Rule 16b-3 plan) based on the Fair Market Value of the Common Stock on January 31, 2005.

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.