TOBIAS STEPHEN C

Form 4

March 02, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * TOBIAS STEPHEN C

(First)

(Street)

THREE COMMERCIAL PLACE

2. Issuer Name and Ticker or Trading

Symbol

NORFOLK SOUTHERN CORP

[NSC]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/28/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Director 10% Owner _X__ Officer (give title _ Other (specify

5. Relationship of Reporting Person(s) to

below) Vice Chmn. and C.O.O.

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

Issuer

NORFOLK, VA 23510

(City)	(State)	(Zip) Tal	ole I - Non	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2005		Code V M	Amount 144,096	(D)	Price \$ 16.9375	374,953	D	
Common Stock	02/28/2005		S	107,996	D	\$ 36	266,957	D	
Common Stock	02/28/2005		S	200	D	\$ 36.005	266,757	D	
Common Stock	02/28/2005		S	2,100	D	\$ 36.02	264,657	D	
Common Stock	02/28/2005		S	3,500	D	\$ 36.03	261,157	D	

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Common Stock	02/28/2005	S	3,500	D	\$ 36.04	257,657	D	
Common Stock	02/28/2005	S	4,300	D	\$ 36.0493	253,357	D	
Common Stock	02/28/2005	S	2,300	D	\$ 36.05	251,057	D	
Common Stock	02/28/2005	S	6,900	D	\$ 36.06	244,157	D	
Common Stock	02/28/2005	S	3,900	D	\$ 36.07	240,257	D	
Common Stock	02/28/2005	S	2,400	D	\$ 36.08	237,857	D	
Common Stock	02/28/2005	S	2,300	D	\$ 36.09	235,557	D	
Common Stock	02/28/2005	S	100	D	\$ 36.1	235,457	D	
Common Stock	02/28/2005	S	4,600	D	\$ 36.01	230,857	D	
Common Stock						16,992 (1)	I	By 401(k) Plan

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

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(9-02)

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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of on Derivative 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 Number Shares
Option (granted 2000)	\$ 16.9375	02/28/2005		M(2)		144,096 (2)	01/31/2001	01/30/2010	Common Stock	144,09

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Reporting Owners

Reporting Owner Name / Address Relationships

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

**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).

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 February 28, 2005, 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.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under \$\\$ule 16b-3. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

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