

NORFOLK SOUTHERN CORP
Form 8-K
November 23, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES ACT OF 1934

Date of Report (Date of earliest event reported):
November 23, 2005 (November 22, 2005)

NORFOLK SOUTHERN CORPORATION
(Exact name of registrant as specified in its charter)

Virginia

1-8339

52-1188014

(State or other jurisdiction)

(Commission)

(IRS Employer

Of incorporation)

File Number)

Identification No.)

Three Commercial Place

Norfolk, Virginia 23510-9241

(Address of principal executive offices)

(757) 629-2680

(Registrant's telephone number, including area code)

No Change

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On November 2, 2005, the Board of Directors approved the following revised annual salaries, effective

Also on November 22, 2005, the Compensation Committee of the Norfolk Southern Corporation Board

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be

SIGNATURES

NORFOLK SOUTHERN CORPORATION

(Registrant)

/s/ Dezora M. Martin

Name: Dezora M. Martin
Title: Corporate Secretary

Date: November 23, 2005

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99 | Form of Incentive Stock Option and Non-Qualified Stock Option Agreement under the Norfolk Southern Corporation Long-Term Incentive Plan |
| 99 | Form of Restricted Share and Restricted Stock Unit Agreement under the Norfolk Southern Long-Term Incentive Plan |
| 99 | Form of Performance Share Unit Award under the Norfolk Southern Corporation Long-Term Incentive Plan |