SMITH DANIEL D

Form 4

February 01, 2010

FORM 4

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH DANIEL D			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) THREE COM	(First) MERCIAL 1	(Middle) PLACE	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2010	Director 10% Owner Strong Other (specify below) Other (specify below) S.V.PEnergy and Properties		
	(Street)		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		
NORFOLK, VA 23510-2191				Form filed by More than One Reporting Person		

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned (D) or Following Indirect	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/28/2010		M	3,600	A	<u>(1)</u>	24,551	D	
Common Stock	01/28/2010		D	3,600	D	\$ 48.875	20,951	D	
Common Stock	01/29/2010		A(2)	4,031	A	<u>(2)</u>	24,982	D	
Common Stock							3,590.6192 (3) (4)	I	By 401(k) Plan

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

Edgar Filing: SMITH DANIEL D - Form 4

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.

SEC 1474 (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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired Disposed (Instr. 3, 5)	re s (A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy) granted 2010	\$ 47.76	01/29/2010		A(5)	7,500	()	01/29/2014	01/28/2020	Common Stock
Restricted Stock Units	(1)	01/28/2010(1)		M(1)		3,600 (1)	<u>(1)</u>	<u>(1)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	01/29/2010		A(6)	1,750 (6)		01/29/2015(6)	01/29/2015(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address					
	D:4	1007 0	Off:	Oth	

Director 10% Owner Officer Other

Relationships

SMITH DANIEL D

THREE COMMERCIAL PLACE S.V.P.-Energy and Properties

NORFOLK, VA 23510-2191

Signatures

H. D. McFadden, via P.O.A. for Daniel D. Smith 02/01/2010

**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).

Reporting Owners 2

Edgar Filing: SMITH DANIEL D - Form 4

- (1) Reports cash payment to the reporting person for restricted stock units, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan, exempt under Section 16(b), based on the Fair Market Value of the Common Stock on January 28, 2010.
- (2) 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).
- 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 29, 2010, 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.
- (4) Starting January 1, 2010, Norfolk Southern began reporting fractional shares up to four decimal places when applicable.
- (5) Reports the grant to the reporting person of an option to purchase 7,500 shares of common stock under the Norfolk Southern Corporation Long-Term Incentive Plan (a Rule 16b-3 plan).
- Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on (6) January 29, 2010, under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be satisfied in Common Stock on January 29, 2015.

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.