

NORFOLK SOUTHERN CORP

Form 144

February 12, 2019

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

FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either\*  
placing an order with a broker to execute sale  
or executing a sale directly with a market\*  
maker.

OMB APPROVAL

OMB Number: 3235-0101  
Expires: June 30, 2020  
Estimated average burden hours  
per response???.?1.00

SEC USE ONLY

DOCUMENT SEQUENCE NO.

CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print)

Norfolk Southern Corporation  
(b) IRS IDENT. NO.

52-1188014  
(c) S.E.C. FILE NO.

1-8339  
WORK LOCATION

1 (d) ADDRESS OF ISSUER

STREET  
CITY

ZIP

STATE

CODE

Three Commercial Place  
Norfolk VA 23510  
(e) TELEPHONE NO.

AREA CODE

757  
NUMBER  
629-2645

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE  
SECURITIES ARE TO BE SOLD

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Michael J. Wheeler

(b) RELATIONSHIP TO  
ISSUER

Officer

(c) ADDRESS STREET STATE ZIP CODE CITY \*

Three Commercial Pl. Norfolk VA 23510

INSTRUCTION: The person filing this notice should contact the issuer to \*  
obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)  
Title of the  
Class of  
Securities  
To Be Sold  
(b)

Name and Address of Each Broker Through Whom the  
Securities are to be Offered or Each Market Maker  
who is Acquiring the Securities  
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(c)  
Number of Shares  
or Other Units  
To Be Sold  
(See instr. 3(c))  
(d)

Aggregate  
Market  
Value  
(See instr. 3(d))  
(e)

Number of Shares  
or Other Units  
Outstanding  
(See instr. 3(e))  
(f)

Approximate  
Date of Sale  
(See instr. 3(f))  
(MO. DAY YR.)  
(g)

Name of Each  
Securities  
Exchange  
(See instr. 3(g))

Broker-Dealer  
File Number

Norfolk Southern  
Corporation

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Common Stock  
Merrill Lynch  
Nelson Reitano Group  
1152 15th Street, NW, Suite 6000  
Washington, DC 20005

4,761  
\$858,097.13  
(as of  
2/12/19)  
287,776,103  
( as of  
1/31/19)  
2/12/19  
NYSE

INSTRUCTIONS: 3 . (a) Title of the class of securities to be sold

1. (a) Name of issuer (b) Name and address of each broker through \*  
whom the securities are intended to be sold  
(b) Issuer's I.R.S. Identification Number (c) Number of shares or other\*  
units to be sold (if debt securities, give the aggregate face amount)  
(c) Issuer's S.E.C. file number, if any (d) Aggregate market value of\*  
the securities to be sold as of a specified date within 10 days prior to the \*  
filing of this notice  
(d) Issuer's address, including zip code (e) Number of shares or other\*  
units of the class outstanding, or if debt securities the face amount thereof\*  
outstanding, as shown  
(e) Issuer's telephone number, including area code by the most recent \*  
report or statement published by the issuer  
(f) Approximate date on which the securities are to be sold

2. . (a) Name of person for whose account the securities are to be sold\*  
(g) Name of each securities exchange, if any, on which the securities\*  
are intended to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10%  
stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code  
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 \*  
control number. SEC 1147 (08-07)

TABLE I ?? SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the \*  
securities to be sold  
and with respect to the payment of all or any part of the purchase price or \*  
other consideration therefor:

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Title of  
the Class  
Date you  
Acquired  
Nature of Acquisition Transaction  
Name of Person from Whom Acquired  
(If gift, also give date donor acquired)

Amount of  
Securities Acquired  
Date of  
Payment  
Nature of Payment

Common  
1/28/19  
Earnout of Performance Share  
Norfolk Southern Corporation  
Common Stock  
3,000  
2/12/19  
Equity

Units

Compensation

Common  
1/27/15  
Cashless Exercise of Stock Option  
Norfolk Southern Corporation  
Common Stock  
1,761  
2/12/19  
Cash

INSTRUCTIONS: If the securities were purchased and full payment therefor\*  
was not made in cash at  
the time of purchase, explain in the table or in a note thereto the nature of\*  
the  
consideration given. If the consideration consisted of any note or other \*  
obligation,  
or if payment was made in installments describe the arrangement and state when  
the note or other obligation was discharged in full or the last installment \*  
paid.

TABLE II ?? SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold \*  
during the past 3 months by the person for whose account the securities are\*  
to be sold.

Name and Address of Seller

Title of Securities Sold

Date of Sale  
Amount of  
Securities Sold

Gross Proceeds

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REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is \*  
to be given not only as  
to the person for whose account the securities are to be sold but also as to\*  
all other persons included  
in that definition. In addition, information shall be given as to sales by \*  
all persons whose sales are  
required by paragraph (e) of Rule 144 to be aggregated with sales for the \*  
account of the person filing  
this notice.

ATTENTION: The person for whose account the securities to which this notice\*  
relates are to be sold  
hereby represents by signing this notice that he does not know any material\*  
adverse information in regard  
to the current and prospective operations of the Issuer of the securities \*  
to be sold which has not been  
publicly disclosed. If such person has adopted a written trading plan or\*  
given trading instructions to  
satisfy Rule 10b5-1 under the Exchange Act, by signing the form and \*  
indicating the date that the plan was  
adopted or the instruction given, that person makes such representation as\*  
of the plan adoption or  
instruction date.

February 12, 2019 /s/ Densie W. Hutson as POA for Michael J. Wheeler

DATE OF NOTICE (SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

The notice shall be signed by the person for whose  
account the securities are to be sold. At least one copy

IF RELYING ON RULE 10B5-1 of the notice shall be manually signed.\*  
Any copies not manually signed shall bear typed or printed \*  
signatures.

SEC 1147 (02-08)