

NORFOLK SOUTHERN CORP  
Form 8-K  
May 13, 2005

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

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**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):

May 13, 2005 (May 12, 2005)

***NORFOLK SOUTHERN CORPORATION***

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
Of incorporation)

1-8339  
(Commission  
File Number)

52-1188014  
(IRS Employer  
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)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 May 12, 2005, the stockholders of Norfolk Southern Corporation approved the Long Term Incentive Plan, as amended, and the Executive Management Incentive Plan, as amended, each attached hereto as an exhibit.

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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SIGNATURES

**NORFOLK SOUTHERN CORPORATION**  
(Registrant)

/s/ Dezora M. Martin

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Name: Dezora M. Martin  
Title: Corporate Secretary

Date: May 13, 2005

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99	Norfolk Southern Corporation Long Term Incentive Plan, as amended
99	Norfolk Southern Corporation Executive Management Incentive Plan, as amended