

Manion Mark D  
Form 4  
November 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Manion Mark 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) (First) (Middle)  
THREE COMMERCIAL PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. Vice President & COO

NORFOLK, VA 23510

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	10/28/2011		G	V	267	D	\$ 0 52,203	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0 51,936	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0 51,669	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0 51,402	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0 51,135	D	

Edgar Filing: Manion Mark D - Form 4

Common Stock	10/28/2011		G	V	267	D	\$ 0	50,868	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	50,601	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	50,334	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	50,067	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	49,800	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	49,533	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	49,266	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	48,999	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	48,732	D	
Common Stock	10/28/2011		G	V	267	D	\$ 0	48,465	D	
Common Stock	10/28/2011		G	V	334	D	\$ 0	48,131	D	
Common Stock	10/28/2011		G	V	400	D	\$ 0	47,731	D	
Common Stock	10/28/2011		G	V	534	D	\$ 0	47,197 <sup>(1)</sup>	D	
Common Stock								32,000	I	By GRATs
Common Stock								5,790.8527 <sup>(2)</sup>	I	By 401(k) Plan

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

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
--	------------------------------------	--------------------------------------	--	--------------------------------	-------------------------	--	--	--	------------------------

Edgar Filing: Manion Mark D - Form 4

Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr
Code	V (A) (D)	Date Exercisable	Expiration Date
			Title
			Amount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manion Mark D THREE COMMERCIAL PLACE NORFOLK, VA 23510			Exec. Vice President & COO	

**Signatures**

H. D. McFadden, via P.O.A. for M. D. Manion	11/01/2011
**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).
- (1) Excludes 32,000 shares which remain held indirectly in grantor retained annuity trusts (GRATs), previously held directly.  
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 October 28, 2011, to have been credited to the reporting person's account in the Norfolk Southern Corporation
- (2) Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

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.