

MCCLELLAN JAMES W
Form 4
March 11, 2003

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| 1. Name and Address of Reporting Person* McClellan, James W. (Last) (First) (Middle) Three Commercial Place (Street) Norfolk, VA 23510 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Norfolk Southern Corporation (NSC) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior V.P. - Planning | | | |
|--|--------------------------------------|--|--|---|---|------------|---|--|--|---|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year March 10, 2003 | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 34,216 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 7,161 | I ⁽²⁾ | Wife, JoAnne C. McClellan |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/ | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/ | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. of Be Ov |
|---------------------------------|------------------------------------|-----------------------------|----------------------------|---------------------|---|---|--|--|---|--------------------|--------------|
|---------------------------------|------------------------------------|-----------------------------|----------------------------|---------------------|---|---|--|--|---|--------------------|--------------|

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| (Instr. 3) | Derivative Security | Day/Year | if any (Month/Day/Year) | (Instr. 8) | | or Disposed of (Instr. 3, 4 & 5) | | Year | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | | |
|----------------------|---------------------|-------------------------|-------------------------|------------|---|----------------------------------|-----|-------------------|------------------|----------------|----------------------------|--|---|------------|---|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | | |
| Deferred Stock Units | | 03-10-03 ⁽³⁾ | | A | | 339.4397 ⁽³⁾ | | | | | Common Stock | 339.4397 | 18.56 ⁽³⁾ | 8,237.3531 | D |

Explanation of Responses:

(1) Includes 7,691 shares, 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 March 10, 2003, the last date on which a formal statement was available, to have been credited to the reporting person's account in the Norfolk Southern Corporation 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.

(2) Held by wife, JoAnne C. McClellan. The inclusion of these shares in this report shall not be construed as an admission that the reporting person is the beneficial owner of these shares.

(3) Reports the number of deferred stock units credited to the account of the reporting person on the basis of the market value of the Common Stock on the dividend payment date. These deferred units ultimately will be satisfied in cash, not in shares of Common Stock.

By: /s/ **D. M. Martin**
via Power of Attorney for James W. McClellan
 **Signature of Reporting Person

March 11, 2003
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
 If space is insufficient, See Instruction 6 for procedure.

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