JOYCE BURTON M

Form 4

December 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

		Symbol	2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP			5. Relationship of Reporting Person(s) to Issuer			
	[NSC]					(Check all applicable)			
(Last)	(First) (M	,	3. Date of Earliest Transaction (Month/Day/Year)				ve titleOth	10% Owner Other (specify	
•		12/10/20	12/10/2005			below)	below)		
(Street) 4. If Amer		endment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Y			nth/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person			
PENHOOK, VA 24137						Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securi		5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	y/Year) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D			Securities Beneficially				
(111311. 3)		(Month/Day/Year)	1 7		` ′	Owned	` '	Ownership	
						Č , ,		(Instr. 4)	
			Code V	Amount	(A) or (D) Price	Reported Transaction(s)			
						(Instr. 3 and 4)			
Common			Code v	Amount	(D) THE		_		
Stock						5,000	D		

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

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units - Def. Fee Plan	(1)	12/10/2005		A(1)	10	<u>(1)</u>	<u>(1)</u>	Common Stock	10	\$ 42.91
Deferred Stock Units	<u>(2)</u>	12/10/2005		A(2)	25	(2)	(2)	Common Stock	25	\$ 42.93 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
JOYCE BURTON M 235 MILESTONE LANE PENHOOK, VA 24137	X					

Signatures

D.M. Martin, via P.O.A. for Burton M. Joyce 12/13/2005

**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).
- Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors'

 Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.
 - Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Outside Directors' Deferred Stock Unit Program in the form of dividend equivalent payments on deferred stock units held under the plan,
- (2) calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.

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

Reporting Owners 2

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