BALILES GERALD L

Form 4

December 13, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

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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

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BALILES GERALD L | | | 2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|--|--------------|------------|--|---|
| (Last) P. O. BOX 400 | (First) 0406 | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2010 | X Director 10% Owner Officer (give title Other (specify below) |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |
| CHARLOTTE | SVILLE, VA | 22904-4406 | | Form filed by More than One Reporting Person |

| (City) | (State) | (Zip) Tak | ole I - Non- | Derivative | Securities A | Acquired, Dispose | d of, or Benefic | ially 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | | | Code V | Amount | (A) or (D) Price | Transaction(s) (Instr. 3 and 4) 3,000 | D | |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units - Dir. Def. Fee Plan | <u>(1)</u> | 12/10/2010 | | A(1) | 26.2461 | <u>(1)</u> | <u>(1)</u> | Common Stock | 26.2461 |
| Restricted Stock Units | <u>(2)</u> | 12/10/2010 | | A(2) | 307.6427 | (2) | (2) | Common Stock | 307.6427 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| . 9 | Director | 10% Owner | Officer | Other | | |
| BALILES GERALD L P. O. BOX 400406 CHARLOTTESVILLE, VA 22904-4406 | X | | | | | |

Signatures

H.D. McFadden, via P.O.A. for Gerald L.

Baliles 12/13/2010

**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 restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term Incentive Plan in the form of dividend equivalent payments on restricted 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 common stock upon the reporting person's termination of service or death.

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.

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