

NORFOLK SOUTHERN CORP  
Form 8-K  
May 13, 2011

UNITED STATES  
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 Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
**May 13, 2011 (May 12, 2011)**

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**NORFOLK SOUTHERN CORPORATION**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**1-8339**  
(Commission File  
Number)

**52-1188014**  
(IRS Employer  
Identification Number)

**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)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 12, 2011, Landon Hilliard and Gene R. Carter retired from the Norfolk Southern Board of Directors pursuant to the company's Corporate Governance Guidelines, which mandate retirement effective the date of the annual meeting that next follows the date of the director's 72<sup>nd</sup> birthday.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Norfolk Southern Corporation's Annual Meeting of Shareholders was held on Thursday, May 12, 2011. The following persons were elected to the Board of Directors for a term of three years:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
Gerald L. Baliles	243,564,848	9,094,776	616,983
Erskine B. Bowles	239,158,791	13,490,986	626,830
Karen N. Horn	227,844,297	24,724,092	708,218
J. Paul Reason	249,715,849	2,876,117	684,641

Shareholders ratified the appointment of KPMG LLP as Norfolk Southern's independent registered public accounting firm for 2011. Stockholders cast 291,704,168 votes for the appointment, 3,432,895 votes against the appointment and abstained from casting 754,029 votes on the appointment of the independent registered public accounting firm.

Shareholders approved, on an advisory basis, the compensation of the Company's Named Executive Officers. Stockholders cast 237,735,673 votes for the approval, 13,284,567 votes against the approval, and abstained from casting 2,256,367 votes on the approval of the compensation of the Company's Named Executive Officers.

Shareholders approved, on an advisory basis, annual advisory votes on executive compensation. Stockholders cast 202,983,258 votes for the approval of every year, 2,481,943 votes for the approval of every two years, 46,592,528 votes for the approval of every three years, and abstained from casting 1,218,878 votes on the frequency of the advisory votes on executive compensation.

In light of the results with respect to the advisory vote on frequency of executive compensation vote, Norfolk Southern's Board of Directors has decided that Norfolk Southern will hold an annual advisory vote on the compensation of named executive officers until the next required advisory vote on frequency. Norfolk Southern is required to hold votes on the frequency of shareholder votes on executive compensation every six years.

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

SIGNATURES

**NORFOLK SOUTHERN CORPORATION**

(Registrant)

                  /s/ William A. Galanko                  

Name: William A. Galanko  
Title: Vice President - Law

Date: May 13, 2011