Edgar Filing: Bradway Robert A - Form 4

Form 4										
January 25, 20 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations	4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number: Expires: Estimated a burden hou response	Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5	
may contin <i>See</i> Instruct 1(b).	iue.			•	.	Act of 19		911 911		
(Print or Type Ro	esponses)									
ſ			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 1151 HIDDE	(First)	(Middle)	3. Date of (Month/Da 01/24/20	-	nsaction		_X_ Director Officer (give below)		o Owner er (specify	
				f Amendment, Date Original ed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
THOUSANE	OAKS, CA	91361					Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock							3,000	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. Transacti Code (Instr. 8)	TransactionDerivativeCodeSecurities		ive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/24/2013		A <u>(1)</u>	2,400 (1)	<u>(1)</u>	<u>(1)</u>	Common Stock	2,400	(

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other				
Bradway Robert A 1151 HIDDEN VALLEY ROAD THOUSAND OAKS, CA 91361	Х							
Signatures								
H. D. McFadden via POA for Rob Bradway	01/25/2013							
**Signature of Reporting Person	Date							
Explanation of Responses:								

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- * 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 Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on January 24, 2013, specified under the terms of an award agreement under the Norfolk Southern Corporation Long-Term Incentive Plan.

(1) Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be settled in Common Stock of Norfolk Southern Corporation following such Eligible Director'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.