Nesbitt Martin H. Form 4 February 19, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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Check this box

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Nesbitt Martin H.

2. Issuer Name and Ticker or Trading

Issuer

Symbol

NORFOLK SOUTHERN CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[NSC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X\_ Director Officer (give title below)

10% Owner Other (specify

THE VISTRIA GROUP, 200 W. MONROE STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/19/2013

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHICAGO, IL 60606

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Price

Code V Amount (D)

(1)

Common 02/19/2013 Stock (1)

3,000 \$0 A

 $3,000^{(1)}$ 

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)

#### Edgar Filing: Nesbitt Martin H. - Form 4

| 1. Title of | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exerc       |                 | 7. Titl |          | 8. Price of | 9. Nu    |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|---------|----------|-------------|----------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D        | ate             | Amou    | ınt of   | Derivative  | Deriv    |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/         | Year)           | Under   | lying    | Security    | Secui    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                   |                 | Securi  | ities    | (Instr. 5)  | Bene     |
|             | Derivative  |                     | •                  |            | Securities | 3                   |                 | (Instr. | 3 and 4) |             | Owne     |
|             | Security    |                     |                    |            | Acquired   |                     |                 |         |          |             | Follo    |
|             |             |                     |                    |            | (A) or     |                     |                 |         |          |             | Repo     |
|             |             |                     |                    |            | Disposed   |                     |                 |         |          |             | Trans    |
|             |             |                     |                    |            | of (D)     |                     |                 |         |          |             | (Instr   |
|             |             |                     |                    |            | (Instr. 3, |                     |                 |         |          |             | (2.11541 |
|             |             |                     |                    |            | 4, and 5)  |                     |                 |         |          |             |          |
|             |             |                     |                    |            | i, and 3)  |                     |                 |         |          |             |          |
|             |             |                     |                    |            |            |                     |                 |         | Amount   |             |          |
|             |             |                     |                    |            |            | Data                | Evaluation      |         | or       |             |          |
|             |             |                     |                    |            |            | Date<br>Exercisable | Expiration Date | Title I | Number   |             |          |
|             |             |                     |                    |            |            |                     |                 |         | of       |             |          |
|             |             |                     |                    | Code V     | (A) (D)    |                     |                 |         | Shares   |             |          |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| Nesbitt Martin H.<br>THE VISTRIA GROUP<br>200 W. MONROE STREET<br>CHICAGO, IL 60606 | X             |           |         |       |  |  |  |

## **Signatures**

H. D. McFadden via POA for Martin H.
Nesbitt
02/19/2013

Date

### \*\*Signature of Reporting Person

## **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).
- (1) The reporting person was elected a director of Norfolk Southern Corporation effective February 19, 2013. Upon his election, he was granted 3,000 restricted shares under the Norfolk Southern Corporation Directors' Restricted Stock Plan.

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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