

NORFOLK SOUTHERN CORP  
Form 8-K  
February 22, 2016

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):  
February 22, 2016 (February 22, 2016)

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NORFOLK SOUTHERN CORPORATION  
(Exact name of registrant as specified in its charter)

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|---|--|---|
| Virginia<br>(State or Other Jurisdiction<br>of Incorporation)   | 1-8339<br><br>(Commission File Number) | 52-1188014<br><br>(IRS Employer<br>Identification Number)                   |
| Three Commercial Place<br>Norfolk, Virginia<br>23510-9241<br>(Address of principal executive offices) |  | 757-629-2680<br><br>(Registrant's telephone number, including<br>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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaw Amendment

On February 22, 2016, the Board of Directors amended the Bylaws of the Corporation, effective the date of the 2016 annual meeting of stockholders, to reduce the number of directors from twelve (12) to eleven (11), due to the pending retirement of one director pursuant to the Board's retirement policy for directors.

The amended Bylaws are attached hereto as Exhibit 3(ii).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K:

| Exhibit Number | Description  |
|----------------|--|
| 3(ii)          | The Bylaws of Norfolk Southern Corporation, as amended February 22, 2016 |

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/ Denise W. Hutson  
Name: Denise W. Hutson  
Title: Corporate Secretary

Date: February 22, 2016

EXHIBIT INDEX

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