

NORFOLK SOUTHERN CORP
Form 4
February 17, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODE DAVID R

2. Issuer Name and Ticker or Trading Symbol
NORFOLK SOUTHERN CORP
[NSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

THREE COMMERCIAL PLACE

02/15/2006
4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

NORFOLK, VA 23510-2191

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	02/15/2006		M		200,000 A \$ 15.475	1,005,357	D
Common Stock ⁽¹⁾	02/15/2006		S		9,900 D \$ 50.38	995,457	D
Common Stock ⁽¹⁾	02/15/2006		S		100 D \$ 50.39	995,357	D
Common Stock ⁽¹⁾	02/15/2006		S		1,500 D \$ 50.4	993,857	D
Common Stock ⁽¹⁾	02/15/2006		S		1,600 D \$ 50.41	992,257	D

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Common Stock <u>(1)</u>	02/15/2006	S	900	D	\$ 50.42	991,357	D
Common Stock <u>(1)</u>	02/15/2006	S	700	D	\$ 50.43	990,657	D
Common Stock <u>(1)</u>	02/15/2006	S	500	D	\$ 50.44	990,157	D
Common Stock <u>(1)</u>	02/15/2006	S	2,300	D	\$ 50.45	987,857	D
Common Stock <u>(1)</u>	02/15/2006	S	1,200	D	\$ 50.46	986,657	D
Common Stock <u>(1)</u>	02/15/2006	S	300	D	\$ 50.47	986,357	D
Common Stock <u>(1)</u>	02/15/2006	S	400	D	\$ 50.48	985,957	D
Common Stock <u>(1)</u>	02/15/2006	S	400	D	\$ 50.49	985,557	D
Common Stock <u>(1)</u>	02/15/2006	S	1,800	D	\$ 50.5	983,757	D
Common Stock <u>(1)</u>	02/15/2006	S	8,000	D	\$ 50.51	975,757	D
Common Stock <u>(1)</u>	02/15/2006	S	100	D	\$ 50.52	975,657	D
Common Stock <u>(1)</u>	02/15/2006	S	13,500	D	\$ 50.53	962,157	D
Common Stock <u>(1)</u>	02/15/2006	S	1,200	D	\$ 50.54	960,957	D
Common Stock <u>(1)</u>	02/15/2006	S	10,200	D	\$ 50.55	950,757	D
Common Stock <u>(1)</u>	02/15/2006	S	12,500	D	\$ 50.56	938,257	D
Common Stock <u>(1)</u>	02/15/2006	S	3,900	D	\$ 50.57	934,357	D
Common Stock <u>(1)</u>	02/15/2006	S	5,900	D	\$ 50.58	928,457	D
Common Stock <u>(1)</u>	02/15/2006	S	3,300	D	\$ 50.6	925,157	D
Common Stock <u>(1)</u>	02/15/2006	S	600	D	\$ 50.61	924,557	D
Common Stock <u>(1)</u>	02/15/2006	S	8,100	D	\$ 50.62	916,457	D
	02/15/2006	S	21,100	D	\$ 50.63	895,357	D

Common Stock ⁽¹⁾							
Common Stock ⁽¹⁾	02/15/2006		S	2,500	D	\$ 50.64	892,857 D
Common Stock ⁽¹⁾	02/15/2006		S	14,300	D	\$ 50.65	878,557 D
Common Stock ⁽¹⁾	02/15/2006		S	4,000	D	\$ 50.67	874,557 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Number Shares
Option (granted 2001)	\$ 15.475	02/15/2006		M ⁽²⁾	200,000 ⁽²⁾	01/29/2002	01/28/2011	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191		X		

Signatures

D. M. Martin, via P.O.A. for David R.
Goode

02/16/2006

 **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).
- (1) Two Forms 4 are being filed to reflect the exercise of a stock option and sale of the shares acquired, all on February 15, 2006. This is the first of two Forms 4.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16b. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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