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NORFOLK SOUTHERN CORP

Form S-8

September 24, 2003

As filed with the Securities and Exchange Commission on September 24, 2003

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Virginia 52-1188014
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

Three Commercial Place
Norfolk, Virginia 23510-2191
(Address of Principal Executive Offices) (Zip Code)

THRIFT AND INVESTMENT PLAN
OF NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY COMPANIES
(Full title of the plan)

HENRY D. LIGHT, Esquire
Senior Vice President - Law
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(757) 629-2772

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share*	Proposed maximum aggregate offering price*	Amount of registration fee
Norfolk Southern Corporation Common Stock,	5,000,000	\$19.37	\$98,850,000.00	\$7,835.17

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\$1.00 par value

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

*Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457 (c) and (h), based upon a price of \$19.37 per share for 5,000,000 shares of Common Stock issued under the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies, such price being the average of the high and low prices of the Common Stock reported in the consolidated reporting system on September 17, 2003, a date within five business days prior to the date of filing this Registration Statement.

NOTE: Pursuant to Rule 429, the Prospectus which relates to this Registration Statement contains all of the information which would currently be required in a prospectus relating to the securities covered by Registration Statement No. 333-40993.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

This Registration Statement is solely for the registration of additional Norfolk Southern Corporation Common Stock for issuance under the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies ("Plan"). Therefore, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement relating to the Plan (File No. 333-40993), including all post-effective amendments thereto, are incorporated by reference into this Registration Statement.

Item 5. Interests of Named Experts and Counsel

An opinion has been rendered to the Corporation by Joseph C. Dimino, Esquire, Senior General Counsel to the Corporation, stating that any shares of Common Stock when issued and delivered for the purposes described in the Plan will be duly authorized, legally issued and fully paid and nonassessable. As of September 17, 2003, Mr. Dimino was the beneficial owner, either directly or indirectly, of approximately 12,410 shares of Common Stock. Also, as of September 17, 2003, Mr. Dimino held unexercised options to purchase 105,500 shares of Common Stock and 17,000 Performance Share Units.

Item 8. Exhibits.

Exhibit Number	Description
5	(i) Opinion of Joseph C. Dimino, Esquire, regarding the legality of the securities being registered
	(ii) The Registrant undertakes that it has submitted or will submit the

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plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the plan.

- 15 Letter regarding unaudited interim financial information.
- 23 Consents of Independent Auditors;
Counsel:
- (a) Consent of KPMG LLP
 - (b) Consent of KPMG LLP and Ernst & Young LLP
 - (c) Consent of Joseph C. Dimino, Esquire, is contained in his opinion filed as Exhibit 5 to the Registration Statement

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Norfolk Southern Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, Commonwealth of Virginia, on this 24th day of September, 2003.

NORFOLK SOUTHERN CORPORATION

By: /s/ Dezora M. Martin
Dezora M. Martin
(Corporate Secretary)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on this 24th day of September, 2003, by the following persons in the capacities indicated.

Signature	Title
/s/ David R. Goode David R. Goode	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Henry C. Wolf Henry C. Wolf	Vice Chairman and Chief Financial Officer (Principal Financial Officer)

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/s/ John P. Rathbone John P. Rathbone	Senior Vice President and Controller (Principal Accounting Officer)
/s/ Gerald L. Baliles Gerald L. Baliles	Director
/s/ Gene R. Carter Gene R. Carter	Director
/s/ Alston D. Correll Alston D. Correll	Director
/s/ Landon Hilliard Landon Hilliard	Director
/s/ George D. Johnson, Jr. George D. Johnson, Jr.	Director
/s/ Steven F. Leer Steven F. Leer	Director
/s/ Jane Margaret O'Brien Jane Margaret O'Brien	Director
/s/ Harold W. Pote Harold W. Pote	Director
/s/ J. Paul Reason J. Paul Reason	Director

The Plan. Pursuant to the requirements of the Securities Act of 1933, the managers (persons who administer the employee benefit plan) of the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, Commonwealth of Virginia, on this 24th day of September, 2003.

THRIFT AND INVESTMENT PLAN OF
NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY
COMPANIES

By /s/ Henry C. Wolf
(Henry C. Wolf, Manager)

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By /s/ James A. Hixon
(James A. Hixon, Manager)

By /s/ Thomas H. Mullenix, Jr.
(Thomas H. Mullenix, Jr.,
Manager)

INDEX TO EXHIBITS

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