HIXON JAMES A Form 4

February 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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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 * HIXON JAMES A			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			[NSC]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify		
THREE COM	MERCIAL I	PLACE	01/28/2005	below) below) Exec.VP-Finance & Pub. Affairs		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NORFOLK, V	A 23510			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owne		

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securition(A) or Dis	sposed	of	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4) Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/28/2005		A(1)	4,822	A	(<u>1</u>)	53,053	D	
Common Stock	01/28/2005		A(2)	24,600	A	<u>(2)</u>	77,653	D	
Common Stock							6,625 (3)	I	By 401(k) Plan

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

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number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3
	Security			Code V	(4)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy) granted 2005	\$ 34.1	01/28/2005		A(4)	(A) 16,000	(D)	01/28/2008(4)	01/27/2015	Comm Stocl
Restricted Stock Units	<u>(5)</u>	01/28/2005		A(5)	16,400 (5)		<u>(5)</u>	(5)	Comm
Stock Units (Deferred)	<u>(6)</u>	01/31/2005(6)		D		5,296.7279 (6)	01/31/2005	01/31/2005	Comm

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HIXON JAMES A THREE COMMERCIAL PLACE NORFOLK, VA 23510

Exec.VP-Finance & Pub. Affairs

Signatures

D. M. Martin, via P.O.A. for James A.

Hixon 02/01/2005

**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) Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
- The reporting person was awarded 24,600 shares of restricted stock under the Long-Term Incentive Plan (a Rule 16b-3 plan) on January 28, 2005. These shares will be distributed to the reporting person on the earlier of the expiration of the restriction period or January 28, 2010.
- (3) Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of January 31, 2005, to have been credited to the reporting person's account in the Norfolk Southern Corporation

Reporting Owners 2

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Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

- Reports the grant to the reporting person of option to purchase 16,000 shares of common stock under the Norfolk Southern Corporation

 (4) Long-Term Incentive Plan (a Rule 16b-3 plan). The options may be exercisable in certain cases after January 28, 2006, if the reporting person retires.
- Reports the number of Restricted Stock Units, exempt under Section 16b(3), granted and credited to the account of the reporting person on January 28, 2005, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restriction period or January 28, 2010, whichever is earlier.
- Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents under the Long-Term Incentive Plan (a rule 16b-3 plan) based on the Fair Market Value of the Common Stock on January 31, 2005.

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.