

NORFOLK SOUTHERN CORP  
Form 8-K  
May 19, 2015

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):  
May 19, 2015 (May 14, 2015)

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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 5.07. Submission of Matters to a Vote of Security Holders.

Norfolk Southern Corporation's Annual Meeting of Stockholders was held on Thursday, May 14, 2015. The following persons were elected to the Board of Directors for a term of one year:

|                        | FOR         | AGAINST   | ABSTAIN   |
|------------------------|-------------|-----------|-----------|
| Thomas D. Bell, Jr.    | 210,678,808 | 1,560,772 | 901,358   |
| Erskine B. Bowles      | 209,290,444 | 2,925,326 | 923,168   |
| Robert A. Bradway      | 210,938,400 | 1,281,966 | 918,572   |
| Wesley G. Bush         | 210,806,860 | 1,438,545 | 893,533   |
| Daniel A. Carp         | 210,390,180 | 1,835,127 | 913,631   |
| Karen N. Horn          | 208,041,900 | 4,189,735 | 907,303   |
| Steven F. Leer         | 208,608,214 | 3,644,436 | 886,288   |
| Michael D. Lockhart    | 210,810,303 | 1,427,785 | 900,851   |
| Amy E. Miles           | 195,230,278 | 1,701,522 | 893,139   |
| Charles W. Moorman, IV | 201,753,071 | 9,903,098 | 1,482,768 |
| Martin H. Nesbitt      | 210,646,784 | 1,602,708 | 889,447   |
| James A. Squires       | 210,857,799 | 1,371,989 | 909,150   |
| John R. Thompson       | 210,692,842 | 1,565,466 | 880,630   |

Stockholders ratified the appointment of KPMG LLP as Norfolk Southern's independent registered public accounting firm for 2015. Stockholders cast 258,592,241 votes for the appointment; 2,769,752 votes against the appointment; and abstained from casting 1,005,218 votes on the appointment of the independent registered public accounting firm.

Stockholders approved, on an advisory basis, the compensation of the Corporation's Named Executive Officers. Stockholders cast 201,063,699 votes for the approval; 9,823,816 votes against the approval; and abstained from casting 2,251,426 votes on the approval of the compensation of the Corporation's Named Executive Officers.

Stockholders approved an amendment to the Corporation's Executive Management Incentive Plan as disclosed in the Corporation's 2015 Proxy Statement. Stockholders cast 203,638,991 votes for the approval; 7,410,294 votes against the approval; and abstained from casting 2,089,654 votes on the amendment to the Executive Management Incentive Plan.

Stockholders approved an amendment to the Corporation's Long-Term Incentive Plan as disclosed in the Corporation's 2015 Proxy Statement. Stockholders cast 199,267,221 votes for the approval; 1,174,784 votes against the approval; and abstained from casting 2,125,936 votes on the amendment to the Long-Term Incentive Plan.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

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

| Exhibit Number | Description                         |
|----------------|-------------------------------------|
| 10.1           | Executive Management Incentive Plan |
| 10.2           | Long-Term Incentive Plan            |

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: May 19, 2015

EXHIBIT INDEX

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