

NORFOLK SOUTHERN CORP  
Form 8-K  
October 26, 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):  
October 26, 2016 (October 26, 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>(Commission File<br>Number) | 52-1188014<br>(IRS Employer<br>Identification Number)                   |
| Three Commercial Place<br>Norfolk, Virginia<br>23510-9241<br>(Address of principal executive<br>offices) |                                       | 757-629-2680<br>(Registrant's telephone number, including area<br>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 2.02. Results of Operations and Financial Condition

Item 7.01. Regulation FD Disclosure

On October 26, 2016, the Registrant issued a Press Release, attached hereto as Exhibit 99.1, reporting third quarter results for 2016 and posted its Quarterly Financial Review – Third Quarter 2016 on its website, [www.nscorp.com](http://www.nscorp.com), in the “Invest in NS” section, under “Financial Reports.” The accompanying unaudited financial information and summary of certain notes to the consolidated financial statements should be read in conjunction with: (a) the consolidated financial statements and notes included in the Registrant’s latest Annual Report on Form 10-K and in subsequent Quarterly Reports on Form 10-Q; and (b) any Current Reports on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

| Exhibit Number | Description   |
|----------------|---------------|
| 99.1           | Press Release |

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: October 26, 2016

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EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---------------|
| 99.1           | Press Release |