LIGHT HENRY D

Form 4

January 21, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

LIGHT HENRY D			Symbol					C	Issuer				
			NORFOLK SOUTHERN CORP [NSC]						(Check all applicable)				
(Last) (First) (Middle)		· · · · · · · ·	3. Date of Earliest Transaction						Director 10% Owner X Officer (give title Other (specify				
THREE COMMERCIAL PLACE			(Month/Day/Year) 01/20/2005						below) below) Senior Vice President - Law				
(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 Form filed by More than One Reporting				
NORFOLK, VA 23510									Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	I - Nor	ı-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
(Instr. 3) any		Execution	Date, if	3. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	d (A) o	<b>)</b> )	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
G				Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	01/20/2005			G	V	199	D	<u>(1)</u>	30,322	D			
Common Stock									8,089 (2)	I	By 401(k) Plan		
Common Stock									16 <u>(3)</u>	I	Wife, Angelica Light		
Common Stock									990 (3)	I	Wife, Angelica Light (IRA)		

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
	·				(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LIGHT HENRY D
THREE COMMERCI

THREE COMMERCIAL PLACE Senior Vice President - Law

NORFOLK, VA 23510

#### **Signatures**

D. M. Martin, via P.O.A. for Henry D. Light 01/21/2005

\*\*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) Reports gift by the Reporting Person.
- 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 20, 2005, to have been credited to the reporting person's account in the Norfolk Southern Corporation 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.
- (3) Held by wife, Angelica Light. The inclusion of these shares in this report shall not be construed as an admission that the reporting person is the beneficial owner of these shares.

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

Reporting Owners 2

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