

NORFOLK SOUTHERN CORP  
 Form 4  
 February 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLF HENRY C**

(Last) (First) (Middle)  
**THREE COMMERCIAL PLACE**  
 (Street)

**NORFOLK, VA 23510**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NORFOLK SOUTHERN CORP [NSC]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/15/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice Chmn. and CFO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/15/2006		M		100,000 A \$ 15.475	330,601	D
Common Stock	02/15/2006		S		44,500 D \$ 50.27	286,101	D
Common Stock	02/15/2006		S		200 D \$ 50.29	285,901	D
Common Stock	02/15/2006		S		5,300 D \$ 50.3	280,601	D
Common Stock	02/15/2006		S		200 D \$ 50.31	280,401	D

Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

Common Stock	02/15/2006	S	7,200	D	\$ 50.33	273,201	D	
Common Stock	02/15/2006	S	700	D	\$ 50.35	272,501	D	
Common Stock	02/15/2006	S	2,900	D	\$ 50.36	269,601	D	
Common Stock	02/15/2006	S	1,900	D	\$ 50.37	267,701	D	
Common Stock	02/15/2006	S	1,200	D	\$ 50.38	266,501	D	
Common Stock	02/15/2006	S	5,200	D	\$ 50.39	261,301	D	
Common Stock	02/15/2006	S	3,400	D	\$ 50.4	257,901	D	
Common Stock	02/15/2006	S	1,600	D	\$ 50.41	256,301	D	
Common Stock	02/15/2006	S	400	D	\$ 50.42	255,901	D	
Common Stock	02/15/2006	S	300	D	\$ 50.43	255,601	D	
Common Stock	02/15/2006	S	17,300	D	\$ 50.45	238,301	D	
Common Stock	02/15/2006	S	100	D	\$ 50.46	238,201	D	
Common Stock	02/15/2006	S	3,700	D	\$ 50.47	234,501	D	
Common Stock	02/15/2006	S	3,900	D	\$ 50.48	230,601	D	
Common Stock						13,196 <sup>(1)</sup>	I	By 401(k) Plan

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)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	--	--	---

# Edgar Filing: NORFOLK SOUTHERN CORP - Form 4

Derivative Security			Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				V	(A)				
Option (granted \$ 15.475 2001)	02/15/2006		M <sup>(2)</sup>		100,000 <sup>(2)</sup>	01/29/2002	01/28/2011	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLF HENRY C THREE COMMERCIAL PLACE NORFOLK, VA 23510			Vice Chmn. and CFO	

## Signatures

D. M. Martin, via P.O.A. for Henry C. Wolf	02/16/2006
<i>__</i> 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).  
 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 February 15, 2006, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- (1) Represents exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

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.