

NORFOLK SOUTHERN CORP
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March 23, 2006
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

.. Soliciting Material Pursuant to §240.14a-12

Norfolk Southern Corporation

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

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Notice and Proxy Statement

Annual Meeting of Stockholders

NORFOLK SOUTHERN CORPORATION

Three Commercial Place, Norfolk, Virginia 23510-2191

Notice of Annual Meeting

of Stockholders to be Held

on Thursday, May 11, 2006

The Annual Meeting of Stockholders of Norfolk Southern Corporation will be held at The Roper Performing Arts Center, 340 Granby Street, Norfolk, Virginia, on Thursday, May 11, 2006, at 10:00 A.M., Eastern Daylight Time, for the following purposes:

1. Election of three directors to the class whose term will expire in 2009.
2. Ratification of the appointment of KPMG LLP, independent registered public accounting firm, as Norfolk Southern's independent auditors for 2006.
3. Transaction of such other business as properly may come before the meeting.

Only stockholders of record as of the close of business on March 6, 2006, will be entitled to notice of and to vote at the meeting.

By order of the Board of Directors,
DEZORA M. MARTIN
Corporate Secretary

Dated: March 23, 2006

If you do not expect to attend the meeting, you are urged to provide your proxy by marking, dating and signing the enclosed proxy card and returning it in the accompanying envelope, or by submitting your proxy over the telephone or the Internet as more particularly described on the enclosed proxy card. You may revoke your proxy at any time before your shares are voted by following the procedures described in the accompanying Proxy Statement.

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Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

March 23, 2006

PROXY STATEMENT

This Proxy Statement and the accompanying proxy card relate to the Board of Directors' solicitation of your proxy for use at our Annual Meeting of Stockholders to be held on May 11, 2006. We began mailing to you and other stockholders this Proxy Statement and the accompanying proxy card beginning approximately March 23, 2006, in order to furnish information relating to the business to be transacted at the 2006 Annual Meeting. We also included a copy of Norfolk Southern's 2005 Annual Report and its Form 10-K (referred to together herein as the annual report) in the mailing for informational purposes; the annual report is not a part of the proxy solicitation materials.

INFORMATION ABOUT VOTING

Only stockholders of record as of the close of business on March 6, 2006, are entitled to notice of and to vote at the 2006 Annual Meeting. As of the March 6, 2006, record date, 435,134,790 shares of our common stock were issued and outstanding. Of those shares, 414,301,665 shares were owned by stockholders entitled to one vote per share. The remaining 20,833,125 shares were held by Norfolk Southern's wholly owned subsidiaries, which are not entitled to vote those shares under Virginia law.

As a convenience to you, you may vote by telephone or the Internet in the manner described on the enclosed proxy card. Or, you may vote by mail by marking, dating and signing the enclosed proxy card and returning it to the Bank of New York. Alternatively, you may vote in person at the 2006 Annual Meeting.

If shares are held for you in street name as the beneficial owner through a broker, bank or other nominee record holder, you may vote your shares by submitting your voting instructions to that entity. Please refer to the voting instruction card included with these materials by your broker, bank or other nominee record holder. Your shares may be voted if they are held in street name, even if you do not provide the record holder with voting instructions; brokers, banks and other nominee record holders have the authority under New York Stock Exchange rules to vote shares for which their customers do not provide voting instructions on certain routine matters.

The election of directors and the ratification of the selection of KPMG LLP as Norfolk Southern's independent registered public accounting firm are considered routine matters for which brokers, banks and other nominee record holders may vote shares they hold in street name, even in the absence of voting instructions from the beneficial owner. When a proposal is not a routine matter and the broker, bank or other nominee record holder has not received voting instructions from the beneficial owner of the shares

with respect to that proposal, the nominee record holder cannot vote the shares on that proposal. This is called a broker non-vote.

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If shares are credited to your account in the Norfolk Southern Corporation Thoroughbred Retirement Investment Plan or the Thrift and Investment Plan, your proxy submitted in the form of a proxy card or over the telephone or Internet serves as voting instructions for the trustee of the plans, Vanguard Fiduciary Trust Company. If you do not submit your proxy by May 8, 2006, the trustee of these plans will vote your shares for each item on the proxy card in the same proportion as the shares that are voted for that item by the other participants in the respective plan.

Any stockholder of record may revoke a previously submitted proxy at any time before the shares are voted by: (a) giving notice of revocation in any manner to Norfolk Southern; (b) submitting subsequent voting instructions over the telephone or the Internet; (c) delivering a validly completed proxy card bearing a later date; or (d) attending the 2006 Annual Meeting and voting in person.

The presence of the holders of a majority of the outstanding shares of common stock entitled to vote at the 2006 Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

The cost of preparing proxy materials and soliciting proxies will be paid by Norfolk Southern, including the reimbursement, upon request, of trustees, brokerage firms, banks and other nominee record holders for the reasonable expenses they incur to forward proxy materials to beneficial owners. Officers and other regular employees of Norfolk Southern may solicit proxies by telephone, facsimile, electronic mail or personal interview; they receive no additional compensation for doing so. Norfolk Southern has retained Innisfree M&A Incorporated to assist in the solicitation of proxies at an anticipated approximate cost of \$10,000 plus reasonable out-of-pocket expenses.

Norfolk Southern currently plans to deliver multiple annual reports and Proxy Statements to multiple record stockholders sharing an address, but intermediaries may choose to deliver a single copy of one or both of these documents. Upon request, we promptly will deliver a separate copy of the annual report or Proxy Statement to a stockholder at a shared address to which a single copy of the document was delivered. If you would like a separate copy of this Proxy Statement or the 2005 annual report now or in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you may contact: Dezora M. Martin, Corporate Secretary, Norfolk Southern Corporation, Three Commercial Place, 13th Floor, Norfolk, Virginia 23510 (telephone 757-629-2680).

CONFIDENTIALITY

We have policies in place to safeguard the confidentiality of proxies and ballots. The Bank of New York, New York, N.Y., which we have retained at an estimated cost of \$7,200 plus out-of-pocket expenses to tabulate all proxies and ballots cast at the 2006 Annual Meeting, is bound contractually to maintain the confidentiality of the voting process. In addition, each Inspector of Election will have taken the oath required by Virginia law to execute duties faithfully and impartially.

Members of the Board of Directors and employees of Norfolk Southern do not have access to completed proxies or ballots and, therefore, do not know how individual stockholders vote on any

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matter. However, when a stockholder writes a question or comment on a proxy or ballot, or when there is a need to determine the validity of a proxy or ballot, our management and/or their representatives may be involved in providing the answer to the question or in determining such validity.

PROPOSALS REQUIRING YOUR VOTE

ITEM 1: ELECTION OF DIRECTORS

At the 2006 Annual Meeting, the terms of four directors will expire: those of Daniel A. Carp, David R. Goode, Steven F. Leer and Harold W. Pote. At its meeting held on January 23, 2006, the Board of Directors amended the Bylaws of Norfolk Southern to increase the number of directors from 11 to 12 and elected Daniel A. Carp to fill the resulting vacancy at the recommendation of the Governance and Nominating Committee. Under Virginia law, the term of a director elected by the Board to fill a vacancy expires at the next stockholders' meeting at which directors are elected. Neither Mr. Goode nor Mr. Pote are standing for election at the 2006 Annual Meeting. Accordingly, on February 27, 2006, the Board amended the Bylaws effective the date of the 2006 Annual Meeting to reduce the number of directors from 12 to 10. In order to comply with the requirements of Virginia law, Charles W. Moorman, IV, elected in 2005 for a term expiring in 2008, will resign from the class of directors whose terms will expire in 2008, effective upon completion of the election of directors at the Annual Meeting, and has been nominated as director for a new three-year term expiring in 2009; this will result in each class containing as nearly as possible one third of the total number of directors, as required by Virginia law.

Unless you instruct otherwise when you give us your proxy, it will be voted in favor of the election of Messrs. Carp, Leer and Moorman as directors for three-year terms that begin at the 2006 Annual Meeting and continue until the 2009 annual meeting of stockholders or until the election and qualification of their respective successors or their earlier removal or resignation.

If any nominee becomes unable to serve, your proxy will be voted for a substitute nominee to be designated by the Board of Directors, or the Board of Directors will reduce the number of directors.

One nominee for election at this meeting, Daniel A. Carp, previously has not been elected by the stockholders of Norfolk Southern. Mr. Carp was recommended by a third-party director search firm retained by the Governance and Nominating Committee during 2005. Norfolk Southern paid a fee to the firm on behalf of the Governance and Nominating Committee to identify, evaluate and recommend potential candidates for election to the Board of Directors.

So that you have information concerning the independence of the process by which our Board of Directors selected the nominees and directors whose terms will continue after the 2006 Annual Meeting, we confirm, as required by the Securities and Exchange Commission (SEC), that (1) there are no family relationships among any of the nominees or directors or among any of the nominees or directors and any officer and (2) there is no arrangement or understanding between any nominee or director and any other person pursuant to which the nominee or director was selected.

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Vote Required to Elect a Director: Under Virginia law and under Norfolk Southern's Restated Articles of Incorporation, directors are elected at a meeting, so long as a quorum for the meeting exists, by a plurality of the votes cast by the shares entitled to be voted in the election. Shares voted to withhold authority or shares that are not voted are not cast for this purpose. You should note that brokers, banks and other nominee record holders have the authority to vote their customers' shares in the election of directors even if they do not receive instructions as to how to vote in the election.

Nominees for terms expiring in 2009

Daniel A. Carp	Mr. Carp, 57, Naples, Fla., has been a director since January 23, 2006. He formerly served as Chairman of the Board and Chief Executive Officer of Eastman Kodak Company from 2000 to 2005, having first been appointed as a director in 1997. He served as President and Chief Operating Officer of Eastman Kodak from 1997 to 2000 when he was named President and Chief Executive Officer. Mr. Carp was named Chairman, President and Chief Executive Officer in December of 2000, a position he held until 2003 when he became Chairman and Chief Executive Officer until he retired from Kodak at the end of 2005. He is also a director of Texas Instruments Incorporated and Liz Claiborne Inc.
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Steven F. Leer	Mr. Leer, 53, St. Louis, Mo., has been a director since 1999. He has been President and Chief Executive Officer of Arch Coal, Inc., a company engaged in coal mining and related businesses, since 1992. He is also a director of Arch Coal, Inc. and USG Corp.
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Charles W. Moorman, IV	Mr. Moorman, 54, Virginia Beach, Va., has been a director since January 25, 2005. He has been Chairman of Norfolk Southern since February 1, 2006, Chief Executive Officer since November 1, 2005, and President since October 2004. Prior thereto he served as Senior Vice President Corporate Planning and Services from December 2003 to October 2004, Senior Vice President Corporate Services from February 2003 to December 2003 and President Thoroughbred Technology and Telecommunications, Inc. from 1999 to November 2004.
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Continuing Directors those whose terms expire in 2008

Gerald L. Baliles	Mr. Baliles, 65, Richmond, Va., has been a director since 1990. He has been a partner since 1990 in the law firm of Hunton & Williams, a business law firm with offices in several major U. S. cities and international offices in Singapore, Brussels, Bangkok, London, Beijing and Hong Kong. Mr. Baliles has announced that he will retire as a partner with Hunton & Williams effective March 31, 2006, to become Director of the Miller Center of Public Affairs at the University of Virginia effective April 1, 2006.
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(See information under the Certain Relationships and Related Transactions caption on page 20.)

Gene R. Carter	Mr. Carter, 66, Alexandria, Va., has been a director since 1992. He has been Executive Director and Chief Executive Officer of the Association for Supervision and Curriculum Development, one of the world's largest international education associations, since March 2000, and previously was Executive Director of that organization.
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J. Paul Reason	Admiral Reason, 64, District of Columbia, has been a director since 2002. He has been Vice Chairman since September 1, 2005, and Chief Operating Officer since 2000, of Metro Machine Corporation, an employee-owned ship repair company. He is a retired four-star Admiral and former Commander-in-Chief of the U.S. Atlantic Fleet. He is also a director of AMGEN, Inc., Metro Machine Corporation, and Wal-Mart Stores, Inc.
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Continuing Directors those whose terms expire in 2007

Alston D. Correll	Mr. Correll, 64, Atlanta, Ga., has been a director since 2000. He retired as Chairman and Chief Executive Officer of Georgia-Pacific Corporation, a manufacturer and distributor of tissue, pulp, paper, packaging, building products and related chemicals, on January 1, 2006, a position he had held since 1993. He currently serves as non-executive Chairman of the Board of Georgia-Pacific, which now is a privately owned company. He is also a director of SunTrust Banks, Inc., SunTrust Bank, Atlanta, SunTrust Banks of Georgia, Inc. and Mirant Company.
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Landon Hilliard	Mr. Hilliard, 66, Oyster Bay Cove, N.Y., has been a director since 1992. He has been a partner in Brown Brothers Harriman & Co., a private bank in New York City, since 1979. He is also a director of Owens-Corning Corporation, Western World Insurance Group, Inc. and Russell Reynolds Associates, Inc.
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(See information under the Certain Relationships and Related Transactions caption on page 20.)

Burton M. Joyce	Mr. Joyce, 64, South Pasadena, Fla., has been a director since 2003. He has been a director and Chairman of the Board of Directors of IPSCO Inc., a leading steel producer, since 2000, having previously served as Vice Chairman, President and Chief Executive Officer of Terra Industries, Inc. He is also a director of Terra Nitrogen Company LP and Hercules Incorporated.
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Jane Margaret O'Brien	Ms. O'Brien, 52, St. Mary's City, Md., has been a director since 1994. She has been President of St. Mary's College of Maryland since 1996.
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At a meeting held on January 23, 2006, the Audit Committee of the Board of Directors appointed the firm of KPMG LLP (KPMG), independent registered public accounting firm, to perform for 2006 the integrated audit of Norfolk Southern's consolidated financial statements and internal control over financial reporting. KPMG and its predecessors have acted as auditors for Norfolk Southern (and for one of its predecessor companies, Norfolk and Western Railway Company) since 1969.

For the years ended December 31, 2005, and December 31, 2004, KPMG billed Norfolk Southern for the following services:

	<u>2005</u>	<u>2004</u>
Audit Fees ¹	\$ 2,125,000	\$ 2,462,000
Audit-Related Fees ²	172,000	245,000
Tax Fees ³	92,000	95,000
All Other Fees	0	0

¹Audit Fees include fees for professional services performed by KPMG for the audit of the annual financial statements and the audit of internal control over financial reporting (integrated audit) for Norfolk Southern and its subsidiaries, the review of financial statements included in the Norfolk Southern's 10-Q filings, and services that are normally provided in connection with statutory and regulatory filings or engagements, and for 2004, the audit of Consolidated Rail Corporation.

²Audit-Related Fees principally include fees for audit-related tax services, employee benefit plan audits, audits of subsidiaries and affiliates and, in 2004, agreed upon procedures related to the receivables securitization program.

³Tax Fees consist principally of general tax advice pertaining to customary business matters.

The Audit Committee requires that management obtain the prior approval of the Audit Committee for all audit and permissible non-audit services to be provided. The Audit Committee considers and approves at each January meeting anticipated audit and permissible non-audit services to be provided during the year, as well as the projected fees for those services. The Audit Committee considers and pre-approves additional audit and permissible non-audit services and fees as needed at each meeting. The Audit Committee has delegated authority to its Chair to pre-approve audit and permissible non-audit services between meetings, provided that the Chair reports any such pre-approval to the Audit Committee at its next meeting. The Audit Committee will not approve non-audit engagements that would violate SEC rules or impair the independence of KPMG. All audit and permissible non-audit services rendered to Norfolk Southern in 2005 were pre-approved in accordance with these procedures.

The Audit Committee of the Board of Directors has considered and concluded that the provision of services other than audit services by KPMG is compatible with maintaining KPMG's independence.

Representatives of KPMG are expected to be present at the 2006 Annual Meeting, with the opportunity to make a statement if they so desire, and available to respond to appropriate questions.

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The Audit Committee recommends, and the Board of Directors concurs, that stockholders vote for the proposal to ratify the selection of KPMG as Norfolk Southern's independent registered public accounting firm for the year ending December 31, 2006, even though such stockholder approval is not legally required.

Vote Required to Ratify Appointment: Under Virginia law and under Norfolk Southern's Restated Articles of Incorporation, actions such as the ratification of the appointment of auditors are approved, so long as a quorum for the meeting exists, if the number of votes cast favoring the action exceeds the number of votes cast opposing the action. Abstentions or shares that are not voted are not cast for this purpose. You should note that brokers, banks and other nominee record holders have the authority to vote their customers' shares on the ratification of the appointment of KPMG as Norfolk Southern's independent registered public accounting firm even if they do not receive instructions as to how to vote on the matter.

ITEM 3: OTHER MATTERS

The Board of Directors does not know of any other matters to be presented at the 2006 Annual Meeting, other than as noted elsewhere in this Proxy Statement. If any other proposal properly is brought before the 2006 Annual Meeting for a vote, the holders of proxies solicited hereby intend to exercise their discretionary authority to vote on such proposal in accordance with the judgment of the holders of such proxies.

SUPPLEMENTAL INFORMATION

Applicable SEC rules require that we furnish you the following information relating to the oversight and management of Norfolk Southern and to certain matters concerning its Board of Directors and officers who are considered executive officers for purposes of Section 16 of the Securities Exchange Act of 1934 (Executive Officers).

BENEFICIAL OWNERSHIP OF STOCK

Based solely on Norfolk Southern's records and its review of the most recent Schedule 13G filings with the SEC, the following table shows information concerning the persons or groups known to Norfolk Southern to be beneficial owners of more than five percent of Norfolk Southern Corporation's Common Stock, its only class of voting securities:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	FMR Corporation* 82 Devonshire Street Boston, MA 02109	21,177,197**	5.2%**

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*Filing jointly on a voluntary basis are (a) FMR Corp., (b) Edward C. Johnson 3d, and (c) Fidelity Management & Research Company (all filers collectively called FMR).

**FMR Corp. reported in its Schedule 13G filing that FMR beneficially owned 5.2% of the Corporation s Common Stock as of December 31, 2005, and that as of that date it had sole voting

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power with respect to 4,105,603 such shares, shared voting power with respect to none of such shares, sole investment power with respect to 21,177,197 such shares and shared investment power with respect to none of such shares.

The following table shows, as of January 27, 2006, the beneficial ownership of Norfolk Southern Corporation Common Stock for:

- (1) each director and each nominee;
- (2) the Chief Executive Officer and each of the other four most highly compensated officers, based on the sum of salary and bonus for 2005, from the group of officers designated by the Board of Directors as Executive Officers; and
- (3) all directors and Executive Officers of Norfolk Southern as a group.

Unless otherwise indicated by footnote to the data in the table, all such shares are held with sole voting and investment power, and no director or Executive Officer beneficially owns any equity securities of Norfolk Southern or its subsidiaries other than Norfolk Southern Corporation Common Stock. No one director or Executive Officer owns as much as 1% of the total outstanding shares of Norfolk Southern Corporation Common Stock. All directors and Executive Officers as a group own 1.7% of the total outstanding shares of Norfolk Southern Corporation Common Stock.

Name	Shares of Common Stock	Name	Shares of Common Stock
Gerald L. Baliles	3,000 ¹	Charles W. Moorman, IV	426,522 ³
Daniel A. Carp	3,000 ¹	Jane Margaret O Brien	3,000 ¹
Gene R. Carter	3,150 ¹	Harold W. Pote	4,782 ¹
Alston D. Correll	8,000 ¹	J. Paul Reason	3,189 ¹
David R. Goode	3,182,032 ²	L. I. Prillaman	711,399 ⁴
Landon Hilliard	11,000 ¹	Stephen C. Tobias	834,847 ⁵
Burton M. Joyce	5,000 ¹	Henry C. Wolf	708,804 ⁶
Steven F. Leer	4,200 ¹		
23 Directors and Executive Officers as a group (including the persons named above)			7,653,940⁷

¹Includes a one-time grant of 3,000 shares to each non-employee director on January 1, 1994, or when that director was first elected to the Board thereafter. These grants were made pursuant to the Directors Restricted Stock Plan; the director may vote these shares, but has no investment power over them until they are distributed (see information under the Directors Restricted Stock Plan caption on page 15). Also includes 5,000 shares over which Mr. Correll, 1,593 shares over which Mr. Pote, 1,200 shares over which Mr. Leer, 100 shares over which Mr. Carter, and 100 shares over which Mr. Reason share voting and investment power with another individual. Includes 50 shares as to which Mr. Carter disclaims beneficial ownership.

²Includes 13,395 shares credited to Mr. Goode's account in Norfolk Southern's Thrift and Investment Plan; 50,019 Performance Shares and Exercise Gain Shares held by Norfolk Southern under share retention agreements pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Goode possesses voting power but has no investment power until the shares are distributed; 2,363,280 shares subject to stock options granted pursuant to Norfolk Southern's

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Long-Term Incentive Plan with respect to which Mr. Goode has the right to acquire beneficial ownership within 60 days; 313,000 Restricted Shares awarded to Mr. Goode pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Goode possesses voting power but has no investment power until the restriction period lapses; and 942 shares over which Mr. Goode shares voting and investment power.

³Includes 2,098 shares credited to Mr. Moorman's account in Norfolk Southern's Thrift and Investment Plan; 7,145 Performance Shares and Exercise Gain Shares held by Norfolk Southern under share retention agreements pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Moorman possesses voting power but has no investment power until the shares are distributed; 274,076 shares subject to stock options granted pursuant to Norfolk Southern's Long-Term Incentive Plan with respect to which Mr. Moorman has the right to acquire beneficial ownership within 60 days; 112,500 Restricted Shares awarded to Mr. Moorman pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Moorman possesses voting power but has no investment power until the restriction period lapses; and 80 shares over which Mr. Moorman shares voting and investment power.

⁴Includes 11,752 shares credited to Mr. Prillaman's account in Norfolk Southern's Thrift and Investment Plan; 12,954 Performance Shares and Exercise Gain Shares held by Norfolk Southern under share retention agreements pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Prillaman possesses voting power but has no investment power until the shares are distributed; 416,554 shares subject to stock options granted pursuant to Norfolk Southern's Long-Term Incentive Plan with respect to which Mr. Prillaman has the right to acquire beneficial ownership within 60 days; and 117,000 Restricted Shares awarded to Mr. Prillaman pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Prillaman possesses voting power but has no investment power until the restriction period lapses.

⁵Includes 17,700 shares credited to Mr. Tobias' account in Norfolk Southern's Thrift and Investment Plan; 13,390 Performance Shares and Exercise Gain Shares held by Norfolk Southern under share retention agreements pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Tobias possesses voting power but has no investment power until the shares are distributed; 563,366 shares subject to stock options granted pursuant to Norfolk Southern's Long-Term Incentive Plan with respect to which Mr. Tobias has the right to acquire beneficial ownership within 60 days; and 117,000 Restricted Shares awarded to Mr. Tobias pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Tobias possesses voting power but has no investment power until the restriction period lapses.

⁶Includes 13,178 shares credited to Mr. Wolf's account in Norfolk Southern's Thrift and Investment Plan; 12,258 Performance Shares and Exercise Gain Shares held by Norfolk Southern under share retention agreements pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Wolf possesses voting power but has no investment power until the shares are distributed; 465,000 shares subject to stock options granted pursuant to Norfolk Southern's Long-Term Incentive Plan with respect to which Mr. Wolf has the right to acquire beneficial ownership within 60 days; and 117,000 Restricted Shares awarded to Mr. Wolf pursuant to Norfolk Southern's Long-Term Incentive Plan over which Mr. Wolf possesses voting power but has no investment power until the restriction period lapses.

⁷Includes 96,156 shares credited to Executive Officers' individual accounts under Norfolk Southern's Thrift and Investment Plan. Also includes: 121,819 Performance Shares and Exercise Gain Shares held by Norfolk Southern for such officers under share retention agreements pursuant to

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Norfolk Southern's Long-Term Incentive Plan over which the officer possesses voting power but has no investment power until the shares are distributed; 5,282,694 shares subject to stock options granted to Executive Officers pursuant to Norfolk Southern's Long-Term Incentive Plan with respect to which the optionee has the right to acquire beneficial ownership within 60 days; 1,092,330 Restricted Shares awarded to Executive Officers pursuant to Norfolk Southern's Long-Term Incentive Plan over which they possess voting power but no investment power until the restriction period lapses; and 1,172 shares over which Executive Officers share voting and investment power.

The following table shows, as of January 27, 2006, the number of Stock Units held by each non-management director under the Outside Directors' Deferred Stock Unit Program and NS Stock Units held by those non-management directors who have made elections under the Directors' Deferred Fee Plan to defer all or a portion of compensation into phantom units whose value is measured by the market value of shares of the Norfolk Southern Corporation Common Stock (together, Stock Units). A more detailed discussion of director compensation can be found beginning on page 14. A Stock Unit represents the economic equivalent of a share of Common Stock and serves to align the directors' individual financial interests with the interests of Norfolk Southern's stockholders because the value of the directors' holdings fluctuates with the price of Norfolk Southern Corporation Common Stock. Stock Units ultimately are settled in cash.

Name	Number of Stock Units ¹	Shares of Common Stock ²	Total Number of Stock Units and Shares of Common Stock
Gerald L. Baliles	38,793	3,000	41,793
Daniel A. Carp	3,000	3,000	6,000
Gene R. Carter	39,082	3,150	42,232
Alston D. Correll	39,231	8,000	47,231
Landon Hilliard	36,362	11,000	47,362
Burton M. Joyce	14,394	5,000	19,394
Steven F. Leer	42,790	4,200	46,990
Jane Margaret O'Brien	34,757	3,000	37,757
Harold W. Pote	45,935	4,782	50,717
J. Paul Reason	19,545	3,189	22,734

¹Includes (a) the grant in each of the years 1996 through 2006 of Stock Units to each non-employee director and (b) the crediting, effective June 1, 1996, of Stock Units representing the actuarially determined present value of the retirement benefit that all non-employee directors serving on the date of the 1996 Annual Meeting of Stockholders agreed to forego. Stock Units are credited to a separate memorandum account maintained for each director and are administered in accordance with the Corporation's Outside Directors' Deferred Stock Unit Program (see information under the Outside Directors' Deferred Stock Unit Program caption on page 15). Where applicable, also includes NS Stock Units credited to the accounts of directors who have elected under the Directors' Deferred Fee Plan to defer all or a portion of compensation into phantom units whose value is measured by the market value of shares of Norfolk Southern Corporation Common Stock, but which ultimately will be settled in cash, not in shares of Common Stock. NS Stock Units have been available under the Directors' Deferred Fee Plan as a hypothetical investment option since January 1, 2001.

²Figures in this column are based on the beneficial ownership table that appears on page 9.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 requires Norfolk Southern's directors and Executive Officers and any persons beneficially owning more than 10 percent of a class of Norfolk Southern's stock to file reports of beneficial ownership and changes in beneficial ownership (Forms 3, 4 and 5) with the SEC. One Form 4 for an Executive Officer, L. I. Prillaman, should have been filed in 2005 to report the transfer of fund units in Norfolk Southern's Thrift and Investment 401(k) Plan into other investment options available to the participant. The Form 4 was not timely filed due to an administrative error, but the error was corrected in an amended Form 4 in 2005. Based solely on its review of copies of Forms 3, 4 and 5 available to it, or written representations that no Forms 5 were required, Norfolk Southern believes that all required Forms concerning 2005 beneficial ownership, other than the above, were filed on time by all directors and Executive Officers.

BOARD OF DIRECTORS

Composition and Attendance

On January 31, 2006, the Board of Directors of Norfolk Southern consisted of twelve members. Effective the date of the 2006 Annual Meeting, the Board will consist of ten members (see "Election of Directors" on page 3). The Board is divided into three classes. The members of each class are elected for a term of three years and, at the conclusion of the 2006 Annual Meeting, each class, provided its members are duly elected, will contain as nearly as possible an equal number of directors, as required by Norfolk Southern's Restated Articles of Incorporation. The Board met six times in 2005. Each director attended not less than 75% of the aggregate number of meetings of the Board and meetings of all committees on which such director served.

Corporate Governance

The Board of Directors has adopted Corporate Governance Guidelines that, among other matters, require that the non-management members of the Board (the "outside directors") meet at least twice a year without members of management present. The Lead Director, currently Mr. Hilliard, has been designated to preside at such meetings of the outside directors. Stockholders who wish to contact the outside directors may do so by contacting the Lead Director, c/o Corporate Secretary, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510-9219. All communications directed to the Lead Director at this address will be forwarded to him. Any such communications clearly marked "CONFIDENTIAL" will be forwarded, unopened, to the Lead Director.

The Corporate Governance Guidelines also describe the Board's policy with respect to director attendance at the Annual Meeting of Stockholders, which is that, to the extent possible, each director is expected to attend the Annual Meeting of Stockholders. All of Norfolk Southern's then current directors attended the 2005 Annual Meeting of Stockholders.

The Board has approved and adopted a Code of Ethics that applies to all directors, officers and employees of Norfolk Southern, and a Code of Ethical Conduct for Senior Financial Officers that applies to specified financial officers. Each of these documents is available on Norfolk Southern's

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website at www.nscorp.com in the Investors section under Corporate Governance. Any stockholder may request printed copies of the Corporate Governance Guidelines, Code of Ethics or Code of Ethical Conduct for Senior Financial Officers by contacting: Dezora M. Martin, Corporate Secretary, Norfolk Southern Corporation, Three Commercial Place, 13th Floor, Norfolk, Virginia 23510-9219 (telephone 757-629-2680).

Director Independence

As required by the New York Stock Exchange, the Board of Directors has considered whether individual directors are independent. A director is considered independent if the Board determines that the director has no material relationship with Norfolk Southern (directly or as a partner, stockholder or officer of an organization that has a relationship with Norfolk Southern). The Board makes such determinations after full deliberation, considering all relevant facts and circumstances. To aid in its evaluation of director independence, the Board has adopted categorical independence standards. An individual director is independent, unless the Board determines otherwise, if, during the last three years, none of the following relationships has existed between Norfolk Southern and such director:

- the director is an employee, or an immediate family member of the director is an Executive Officer, of Norfolk Southern or any of its consolidated subsidiaries;
- the director or an immediate family member of the director receives more than \$100,000 in direct compensation from Norfolk Southern or any of its consolidated subsidiaries, other than director and committee fees and deferred compensation for prior service (provided such deferred compensation is not contingent in any way on continued service);
- the director is affiliated with or employed by, or an immediate family member of the director is affiliated with or employed in a professional capacity by, a present or former internal or external auditor of Norfolk Southern or any of its consolidated subsidiaries;
- the director or an immediate family member is employed as an executive officer of another company where one of Norfolk Southern's Executive Officers serves as a director and sits on that company's compensation committee;
- the director is an executive officer or employee, or an immediate family member of the director is an executive officer, of a company that makes payments to, or receives payments from, Norfolk Southern or any of its consolidated subsidiaries for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues;
- the director is an executive officer or compensated employee, or an immediate family member of the director is an executive officer, of a charitable organization that receives donations from Norfolk Southern, any of its consolidated subsidiaries or the Norfolk Southern Foundation in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such charitable organization's donations.

For purposes of these categorical standards, immediate family member has the definition set forth in the New York Stock Exchange's Listing Standards, as amended from time to time.

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The Board has determined that all current directors (including nominees) other than Mr. Goode and Mr. Moorman satisfy the above categorical standards and qualify as independent directors of Norfolk Southern. Mr. Moorman serves as Chairman, President and Chief Executive Officer and President of Norfolk Southern and therefore is not an independent director. Mr. Goode, who will retire from the board when his current term expires at the 2006 Annual Meeting, was Chairman, President and Chief Executive Officer of Norfolk Southern within the past three years and, therefore, is not an independent director. Because Mr. Goode is not standing for election at the 2006 Annual Meeting, Mr. Moorman will be the only member of the Board who is not an independent director as of that date.

Retirement Policy

Under Norfolk Southern's Corporate Governance Guidelines, a director must retire effective as of the date of the annual meeting that falls on or next follows the date of that director's 72nd birthday.

Compensation

Retainer and Fees. In 2005, each member of the Board of Directors, other than Mr. Goode and Mr. Moorman, received a quarterly retainer for services of \$8,000 and a quarterly fee of \$9,000 for serving on at least two committees, plus expenses in connection with attendance at such meetings. On January 24, 2006, the Board of Directors approved increased compensation for the outside members of the Board of Directors. The quarterly retainer paid to each member of the Board of Directors, other than Mr. Goode and Mr. Moorman, for service on the Board was increased to \$12,500. The quarterly fee paid to each member of the Board of Directors, other than Mr. Goode and Mr. Moorman, for serving on at least two committees was increased to \$10,000, plus expenses in connection with attending the committee meetings. Mr. Goode and Mr. Moorman received no compensation for Board or committee service in 2005 and will not receive compensation for Board or committee service in 2006.

Directors' Deferred Fee Plan. A director may elect to defer receipt of all or a portion of compensation. Amounts deferred are credited to a separate memorandum account maintained in the name of each participating director. Amounts deferred before January 1, 2001, earn a fixed rate of interest, which is credited to the account at the beginning of each quarter. In general, the fixed interest rate is determined on the basis of the director's age at the time of the deferral: under age 45, 7%; age 45-54, 10%; age 55-60, 11%; and over age 60, 12%. The total amount so credited for amounts deferred before January 1, 2001, (including interest earned thereon) is distributed in ten annual installments beginning in the year following the year in which the participant ceases to be a director.

Amounts deferred on or after January 1, 2001, are credited with variable earnings and/or losses based on the performance of hypothetical investment options selected by the director. The hypothetical investment options include NS Stock Units and various mutual funds as crediting indices. NS Stock Units are phantom units whose value is measured by the market value of shares of Norfolk Southern Corporation Common Stock, but the units ultimately will be settled in cash, not in shares of Norfolk Southern Corporation Common Stock. Amounts deferred on or after January 1, 2001, will be distributed in accordance with the director's elected distribution option in one lump sum or a stream of annual cash payments over 5, 10 or 15 years. During 2005, seven directors participated in the Directors' Deferred Fee Plan.

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Norfolk Southern's commitment to accrue and pay interest and/or earnings on amounts deferred is facilitated by the purchase of corporate-owned life insurance with the directors as insureds under the policies. If the Board of Directors determines at any time that changes in the law affect Norfolk Southern's ability to recover the cost of providing the benefits payable under the Directors Deferred Fee Plan, the Board, in its discretion, may reduce the interest and/or earnings on deferrals to a rate not less than one half the rate otherwise provided for in the Directors' Deferred Fee Plan.

Directors' Restricted Stock Plan. Each non-employee director receives a grant of 3,000 shares of Restricted Stock upon election to the Board. Restricted Stock is registered in the name of the director, who has all rights of ownership (including the right to vote the shares and receive dividends); however, Restricted Stock may not be sold, pledged or otherwise encumbered during a restriction period which (a) begins when the Restricted Stock is granted and (b) ends on the earlier of (i) the date the director dies or (ii) six months after the director becomes disabled or retires.

Outside Directors' Deferred Stock Unit Program. Each non-employee director was granted 3,000 Stock Units effective January 27, 2006. It is anticipated that, from time to time, non-employee directors may be granted additional Stock Units in an amount sufficient to assure that their total annual compensation for services is competitive.

Stock Units in each director's memorandum account are credited with dividends as paid on Norfolk