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MCQUADE KATHRYN B

Form 4

November 05, 2004

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCQUADE KATHRYN B	2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) THREE COMMERCIAL PLACE	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2004	Director 10% Owner _X Officer (give title Other (specify below) Exec. V.PPlanning & CIO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NORFOLK, VA 23510	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securiti oror Dispose (Instr. 3, 4)	ed of	`	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)		
Common Stock	11/04/2004		M	15,000	A	\$ 29.4583	45,502	D			
Common Stock	11/04/2004		S	15,000	D	\$ 34.95	30,502	D			
Common Stock							254 (1)	I	By 401(k) Plan		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

2.	3. Transaction Date	3A. Deemed	4.	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	TransactionDerivative		Expiration Date		Underlying Securities	
or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
Price of		(Month/Day/Year)	(Instr. 8)	Acqu	Acquired (A)				
Derivative				or Disposed of					
Security				(D)					
				(Instr. 3, 4,					
				and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number
			Code V	(A)	(D)				of Shares
\$ 29.4583	11/04/2004		M(2)		15,000 (2)	02/03/1998	02/02/2007	Common Stock	15,000
	or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	or Exercise any Price of (Month/Day/Year) Derivative Security	Conversion or Exercise any Code Price of (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8) Code V	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Security Execution Date, if any Code Security Execution Date, if any Code Security Execution Date, if Code Security Code Security (Instr. 8) Acquirable or Discrete (Month/Day/Year) (D) (Instr. and 5)	Conversion or Exercise Price of Derivative Security Code Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) \$ 29.4583 11/04/2004	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) Security Expiration Date (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D)	Conversion or Exercise Price of Perivative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Exercisable Date Code V (A) (D) Security Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year)	Conversion or Exercise Price of Perivative Security Code Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Title Code V (A) (D) Solve Title Common M(2) 15,000 O2/03/1998 O2/02/2007 Common

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCQUADE KATHRYN B Exec.

THREE COMMERCIAL PLACE V.P.-Planning &

NORFOLK, VA 23510 CIO

Signatures

D. M. Martin, via P.O.A. for Kathryn B.
McQuade

11/05/2004

**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 November 4, 2004, the last date on which a formal statement was available, 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.
- (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. 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.

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