PRILLAMAN L I

Form 4

November 29, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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response...

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

Check this box

obligations may continue. See Instruction

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 * PRILLAMAN L I

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NORFOLK SOUTHERN CORP [NSC]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify

THREE COMMERCIAL PLACE

11/24/2004

Vice Chmn. & C.M.O.

(Street)

Applicable Line)

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

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

NORFOLK, VA 23510

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (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)
Common Stock	11/24/2004		Code V S	Amount 700	(D)	Price \$ 34.37	180,876	D	
Common Stock	11/24/2004		S	300	D	\$ 34.38	180,576	D	
Common Stock	11/24/2004		S	600	D	\$ 34.39	179,976	D	
Common Stock	11/24/2004		S	17,900	D	\$ 34.4	162,076	D	
Common Stock	11/24/2004		S	2,400	D	\$ 34.41	159,676	D	

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Common Stock	11/24/2004	S	4,600	D	\$ 34.44	155,076	D	
Common Stock	11/24/2004	M	26,500	A	\$ 16.9375	181,576	D	
Common Stock						27,002 (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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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Option (granted 2000)	\$ 16.9375	11/24/2004		M(2)	26,500 (2)	01/31/2001	01/30/2010	Common Stock	
Stock Units (Deferred)	(3)	11/24/2004(3)		D	2,731.6163	11/24/2004	11/24/2004	Common Stock	2,

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Reporting Owners

Reporting Owner Name / Address	Relationsnips						
- 5	Director	10% Owner	Officer	Other			
PRILLAMAN L I							
THREE COMMERCIAL PLACE			Vice Chmn. & C.M.O.				
NORFOLK, VA 23510							

Signatures

D. M. Martin, via P.O.A. for L. I.
Prillaman

**Signature of Reporting Person

Date

Reporting Owners 2

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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 24, 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).
- (3) Reports cash payment to the reporting person of deferred stock units paid as dividend equivalents on stock options held under the Long-Term Incentive Plan (a Rule 16b-3 plan) based on the Fair Market Value of the Common Stock on November 24, 2004.

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.