WOLF HENRY C Form 4

December 13, 2004

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287 January 31, Expires: 2005

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**OMB APPROVAL** 

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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).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WOLF HENRY C Issuer Symbol NORFOLK SOUTHERN CORP (Check all applicable) [NSC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) THREE COMMERCIAL PLACE 12/10/2004 Vice Chrmn. & C.F.O. (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 23510-2191 Person

(City)	(State) (Z	Table	e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities nAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
			Code V	(A) or Amount (D) Price	Transaction(s) (Instr. 3 and 4)				
Common Stock					152,696	D			
Common Stock					12,814 (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)

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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	Expiration (Month/Darr		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (	Date Exercisable	Expiration e Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(2)</u>	12/10/2004		A(2)	302.3237	(2)	(2)	Common Stock	302.3237

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WOLF HENRY C THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191

Vice Chrmn. & C.F.O.

### **Signatures**

D. M. Martin, via P.O.A. for Henry C. Wolf

12/13/2004

\*\*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 December 10, 2004, 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.

Reports the number of deferred stock units credited to the account of the reporting person on the basis of the market value of the Common (2) Stock on the dividend payment date as dividend equivalents on stock options awarded under the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan). These deferred units ultimately will be satisfied in cash, not in shares of Common Stock.

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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