WOLF HENRY C Form 4 January 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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

may continue.

See Instruction

Check this box

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(b).

(Last)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

NORFOLK SOUTHERN CORP

[NSC]

(Month/Day/Year)

THREE COMMERCIAL PLACE 01/27/2006

(Middle)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Vice Chrmn. & C.F.O.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORFOLK, VA 23510-2191

(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. 4. Securities Acquired (A) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	01/27/2006		M	86,389	A	\$ 27.6875	283,765	D			
Common Stock	01/27/2006		S	1,489	D	\$ 49.21	282,276	D			
Common Stock	01/27/2006		S	600	D	\$ 49.22	281,676	D			
Common Stock	01/27/2006		S	3,200	D	\$ 49.25	278,476	D			
Common Stock	01/27/2006		S	2,500	D	\$ 49.26	275,976	D			

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Common Stock	01/27/2006	S	4,000	D	\$ 49.27	271,976	D	
Common Stock	01/27/2006	S	11,100	D	\$ 49.28	260,876	D	
Common Stock	01/27/2006	S	2,500	D	\$ 49.29	258,376	D	
Common Stock	01/27/2006	S	8,400	D	\$ 49.3	249,976	D	
Common Stock	01/27/2006	S	2,600	D	\$ 49.31	247,376	D	
Common Stock	01/27/2006	S	25,600	D	\$ 49.5	221,776	D	
Common Stock	01/27/2006	S	2,900	D	\$ 49.52	218,876	D	
Common Stock	01/27/2006	S	1,500	D	\$ 49.53	217,376	D	
Common Stock	01/27/2006	S	9,800	D	\$ 49.58	207,576	D	
Common Stock	01/27/2006	S	7,600	D	\$ 49.63	199,976	D	
Common Stock	01/27/2006	S	200	D	\$ 49.66	199,776	D	
Common Stock	01/27/2006	S	2,400	D	\$ 49.67	197,376	D	
Common Stock	01/27/2006	A(1)	18,250	A	<u>(1)</u>	215,626	D	
Common Stock	01/27/2006	A(2)	15,000	A	<u>(2)</u>	230,626	D	
Common Stock						13,178 (3)	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Inetr 3)	Drice of		(Month/Day/Vear)	(Inetr 8)	(A) or Disposed of		

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	Derivative Security			(D) (Instr. 3, 4, and 5)						
			Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of	
Option (granted 1999)	\$ 27.6875	01/27/2006	M(4)		86,389 (4)	02/01/2000	01/31/2009	Common Stock	86	
Option (right to buy) granted 2006	\$ 49.425	01/27/2006	A <u>(5)</u>	30,000		01/27/2007	01/27/2016	Common Stock	30	
Restricted Stock Units	<u>(6)</u>	01/27/2006	A(6)	15,000 (6)		<u>(6)</u>	<u>(6)</u>	Common Stock	15	

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

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.

01/30/2006 Wolf

> **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 shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term (1) Incentive Plan (a Rule 16b-3 plan).
- The reporting person was awarded 15,000 shares of restricted stock under the Long-Term Incentive Plan (a Rule 16b-3 plan) on January **(2)** 27, 2006. These shares will be distributed to the reporting person on the expiration of the restriction period.
- 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 January 27, 2006, 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.
- 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).
- Reports the grant to the reporting person of an option to purchase 30,000 shares of common stock under the Norfolk Southern Corporation Long-Term Incentive Plan (a Rule 16b-3 plan).

(6)

Reporting Owners 3

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Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on January 27, 2006, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restriction period.

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.