SEALE DONALD W

Form 4/A February 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

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

obligations

may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SEALE DONALD W

2. Issuer Name and Ticker or Trading

Issuer

Symbol

NORFOLK SOUTHERN CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[NSC]

(Last) (First) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

(Month/Day/Year)

01/29/2009

below) Exec. V.P. and CMO

THREE COMMERCIAL PLACE

(Middle)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year) 02/02/2009

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

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

below)

NORFOLK, VA 23510

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

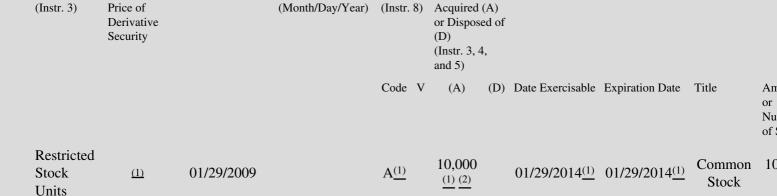
4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEALE DONALD W			Exec.	
THREE COMMERCIAL PLACE			V.P. and	
NORFOLK, VA 23510			CMO	

Signatures

H. D. McFadden, via P.O.A. for D. W. Seale 02/05/2009

**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).
- Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on (1) January 29, 2009, under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. Each Unit is the economic equivalent of one share of Common Stock. These Units ultimately will be satisfied in Common Stock on January 29, 2014.
- Due to an administrative error, 100 Restricted Stock Units were inadvertently omitted from each of these amounts included on the reporting person's Form 4 filed on February 2, 2009.

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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