

NORFOLK SOUTHERN CORP  
Form 8-K  
January 23, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

January 23, 2013 (January 22, 2013)

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NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

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Virginia  
(State or Other Jurisdiction  
of Incorporation)

1-8339  
(Commission File  
Number)

52-1188014  
(IRS Employer  
Identification Number)

Three Commercial Place  
Norfolk, Virginia

(757) 629-2680  
(Registrant's telephone number, including area  
code)

23510-9241  
(Address of principal executive  
offices)

**No Change**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

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**Item 1.01. Entry into a Material Definitive Agreement**

On January 22, 2013, the Board of Directors approved amendments to the Change in Control Agreements previously entered into by the Corporation's Chairman, President and Chief Executive Officer, and by each of the Corporation's Executive Vice Presidents to eliminate the excise tax gross-up provision in the Agreements. The Corporation subsequently entered into Amendments with the Chairman, President and Chief Executive Officer and each of the Executive Vice Presidents to implement this change. The form of the Amendment is attached hereto as Exhibit 10.1.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

**Bylaw Amendment**

On January 22, 2013, the Board of Directors amended the Bylaws of Norfolk Southern Corporation, effective the date of the 2013 annual meeting, to reduce the number of directors from thirteen to ten. The amended Bylaws are attached hereto as Exhibit 3(ii).

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibits are filed as part of this Current Report on Form 8-K:

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>   |
|----------------------------------|---|
| 3(ii)                            | The Bylaws of Norfolk Southern Corporation, as amended January 22, 2013   |
| 10.1                             | Form of Amendment to Amended and Restated Change in Control Agreements to Eliminate Change in Control Excise Tax Gross-Up |

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

NORFOLK SOUTHERN CORPORATION

(Registrant)

\_\_\_\_\_/s/ Howard D. McFadden\_\_\_\_\_

Name: Howard D. McFadden

Title: Corporate Secretary

Date: January 23, 2013

**EXHIBIT INDEX**

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