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MOORMAN	N CHARLES W										
Form 4											
February 01											
FORM	14 UNITED	статрс	SECU	SITIFS /	AND FX	снл	NGE C	OMMISSION		PROVAL	
Washington, D.C. 20549						OMB Number:	3235-0287				
Check this box if no longer										bires: January 31 2005	
subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNER SECURITIES					Estimated a burden hour	average rs per	
Form 5 obligation may con See Instr 1(b).	Filed pur ons Section 17(a) of the l	Public U	tility Hol		npan	y Act of	Act of 1934, 1935 or Section)	response	0.5	
(Print or Type	Responses)										
MOORMAN CHARLES W Symb			Symbol	ymbol				5. Relationship of Reporting Person(s) to Issuer			
	NORFOLK SOUTHERN CORP [NSC]				ΧΡ	(Check all applicable)					
			of Earliest Transaction Day/Year) 2010				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman, President & CEO				
(Street) 4. If Am											
				ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NORFOLK	X, VA 23510							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if Transactionor			ed of (Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/28/2010			М	36,000	А	<u>(1)</u>	249,164	D		
Common Stock	01/28/2010			D	36,000	D	\$ 48.875	213,164	D		
Common Stock	01/29/2010			A <u>(2)</u>	45,812	А	<u>(2)</u>	258,976	D		
Common Stock								2,383.6716 (3) (4)	Ι	By 401(k)	

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. Transactio Code (Instr. 8)	5. Number of onDerivative S Acquired (A Disposed of (Instr. 3, 4, 5)	Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title ar Underlyir (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy) granted 2010	\$ 47.76	01/29/2010		A <u>(5)</u>	112,500		01/29/2014	01/28/2020	Commo Stock
Restricted Stock Units	<u>(1)</u>	01/28/2010(1)		M <u>(1)</u>		36,000 (1)	<u>(1)</u>	<u>(1)</u>	Commo Stock
Restricted Stock Units	<u>(6)</u>	01/29/2010		A <u>(6)</u>	17,500 (6)		01/29/2015 <u>(6)</u>	01/29/2015 <u>(6)</u>	Commo Stock

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MOORMAN CHARLES W THREE COMMERCIAL PLACE NORFOLK, VA 23510	Х		Chairman, President & CEO	
Signatures				
H. D. McFadden, via P.O.A. for Char Moorman	les W.	02/01		
**Signature of Reporting Person		Dat		

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).

(1) Reports cash payment to the reporting person for restricted stock units, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan, exempt under Section 16(b), based on the Fair Market Value of the Common Stock on January 28 2010.

(2)

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Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).

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 29, 2010, 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

(4) Starting January 1, 2010, Norfolk Southern began reporting fractional shares up to four decimal places when applicable.

made at various times and at various prices.

- (5) Reports the grant to the reporting person of an option to purchase 112,500 shares of common stock under the Norfolk Southern Corporation Long-Term Incentive Plan (a Rule 16b-3 plan).
- Reports the number of Restricted Stock Units, exempt under Section 16(b), granted and credited to the account of the reporting person on
 (6) January 29, 2010, 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, 2015.

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.