

NORFOLK SOUTHERN CORP  
Form 8-K  
July 28, 2005

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**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 ACT OF 1934

Date of Report (Date of earliest event reported):

July 28, 2005 (July 26, 2005)

***NORFOLK SOUTHERN CORPORATION***

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
Of incorporation)

1-8339  
(Commission  
File Number)

52-1188014  
(IRS Employer  
Identification No.)

Three Commercial Place  
Norfolk, Virginia 23510-9241  
(Address of principal executive offices)

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

No Change  
(Former name or former address, if changed since last report)

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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:

- 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))

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

On July 26, 2005, the Compensation Committee of the Norfolk Southern Corporation Board of Directors approved reimbursement for non-employee directors, the chief executive officer, president, vice chairmen and executive vice presidents for executive physical examinations, up to \$10,000 per calendar year.

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

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SIGNATURES

**NORFOLK SOUTHERN CORPORATION**  
(Registrant)

/s/ Dezora M. Martin

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Name: Dezora M. Martin  
Title: Corporate Secretary

Date: July 28, 2005