

Manion Mark D
Form 4
August 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Manion Mark D

2. Issuer Name and Ticker or Trading Symbol
NORFOLK SOUTHERN CORP
[NSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice President & COO

THREE COMMERCIAL PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORFOLK, VA 23510

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/17/2012		G	V 534 D \$ 0	58,152	D	
Common Stock	08/17/2012		G	V 534 D \$ 0	57,618	D	
Common Stock	08/17/2012		G	V 534 D \$ 0	57,084	D	
Common Stock	08/17/2012		G	V 400 D \$ 0	56,684	D	
Common Stock	08/17/2012		G	V 400 D \$ 0	56,284	D	

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Common Stock	08/17/2012		G	V	400	D	\$ 0	55,884	D	
Common Stock	08/17/2012		G	V	400	D	\$ 0	55,484	D	
Common Stock	08/17/2012		G	V	400	D	\$ 0	55,084	D	
Common Stock	08/17/2012		G	V	400	D	\$ 0	54,684	D	
Common Stock	08/17/2012		G	V	400	D	\$ 0	54,284	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	54,017	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	53,750	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	53,483	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	53,216	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	52,949	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	52,682	D	
Common Stock	08/17/2012		G	V	267	D	\$ 0	52,415 ⁽¹⁾	D	
Common Stock								22,253	I	By GRATs
Common Stock								5,874.5498 ⁽²⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Manion Mark D
THREE COMMERCIAL PLACE
NORFOLK, VA 23510

Director	10% Owner	Officer	Other
		Exec. Vice President & COO	

Signatures

H. D. McFadden, via P.O.A. for M. D.
Manion

08/20/2012

**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).

- (1) Excludes 22,253 shares which remain held indirectly in grantor retained annuity trusts (GRATs), previously held directly. 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 August 17, 2012, to have been credited to the reporting person's account in the Norfolk Southern Corporation
- (2) Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

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.