

NORFOLK SOUTHERN CORP  
Form SC 13G/A  
October 12, 2004

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.5) \*

NORFOLK SOUTHERN CORP

-----  
(NAME OF ISSUER)

COM

-----  
(TITLE OF CLASS OF SECURITIES)

655844108

-----  
(CUSIP NUMBER)

September 30, 2004

-----  
(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCE CAPITAL MANAGEMENT L.P., AS INVESTMENT ADVISER. (ALLIANCE CAPITAL MANAGEMENT L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

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CUSIP NO. 655844108

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*

(A)

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 2004 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	18,179,696
	6. SHARED VOTING POWER	4,373,004
	7. SOLE DISPOSITIVE POWER	35,346,448
	8. SHARED DISPOSITIVE POWER	12,339

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

35,358,787

REPORTING PERSON

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12. TYPE OF REPORTING PERSON \*

IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 655844108

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

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(A)

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 2004	5. SOLE VOTING POWER	18,179,696
	6. SHARED VOTING POWER	4,373,004

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BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	35,346,448
	8.	SHARED DISPOSITIVE POWER	12,339
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			35,358,787
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			9.0%
12. TYPE OF REPORTING PERSON *			
IC			
* SEE INSTRUCTIONS BEFORE FILLING OUT!			

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1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
AXA Courtage Assurance Mutuelle			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *			(A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>
3. SEC USE ONLY			
4. CITIZENSHIP OR PLACE OF ORGANIZATION France			
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 2004	5.	SOLE VOTING POWER	18,179,696
	6.	SHARED VOTING POWER	4,373,004
BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	35,346,448
	8.	SHARED DISPOSITIVE POWER	12,339
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			35,358,787
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			9.0%
12. TYPE OF REPORTING PERSON *			
IC			
* SEE INSTRUCTIONS BEFORE FILLING OUT!			

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES	5.	SOLE VOTING POWER	18,179,696
BENEFICIALLY			
OWNED AS OF	6.	SHARED VOTING POWER	4,373,004
September 30, 2004			
BY EACH	7.	SOLE DISPOSITIVE POWER	35,346,448
REPORTING			
PERSON WITH:	8.	SHARED DISPOSITIVE POWER	12,339

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,358,787  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.0%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

NUMBER OF SHARES	5.	SOLE VOTING POWER	18,167,864
BENEFICIALLY			
OWNED AS OF	6.	SHARED VOTING POWER	4,373,004
September 30, 2004			

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BY EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER	35,330,716
	8.	SHARED DISPOSITIVE POWER	12,339
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)			35,343,055
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			9.0%
12. TYPE OF REPORTING PERSON *			
HC			

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a) Name of Issuer:

NORFOLK SOUTHERN CORP

Item 1(b) Address of Issuer's Principal Executive Offices:

Three Commercial Place  
Norfolk, VA 23510

Item 2(a) and (b)

Name of Person Filing and Address of Principal Business Office:

AXA Assurances I.A.R.D Mutuelle, and  
AXA Assurances Vie Mutuelle,  
26, rue Drouot  
75009 Paris, France

AXA Courtage Assurance Mutuelle  
26, rue Drouot  
75009 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA  
25, avenue Matignon  
75008 Paris, France

AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104

(Please contact Dean Dubovy at (212) 314-5528 with any questions.)

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Item 2(c) Citizenship:  
 Mutuelles AXA and AXA - France  
 AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:

COM

Item 2(e) Cusip Number:  
 655844108

Item 3. Type of Reporting Person:  
 AXA Financial, Inc. as a parent holding company,  
 in accordance with 240.13d-1(b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

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Item 4. Ownership as of September 30, 2004

(a) Amount Beneficially Owned:

35,358,787 shares of common stock beneficially owned including:

	No. of Shares
	Subtotals
	-----
AXA	0
AXA Entity or Entities	
Common Stock acquired solely for investment purposes:	
AXA Investment Managers Paris (France)	8,732
AXA Rosenberg Investment Management LLC	7,000
AXA Financial, Inc.	0
Subsidiaries:	
Advest, Inc.	
acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:	
Common Stock	12,339
	12,339
Alliance Capital Management L.P.	
acquired solely for investment purposes on behalf of client discretionary investment	

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advisory accounts:

Common Stock	35,166,194	
		35,166,194

Boston Advisors, Inc.

acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:

Common Stock	153,765	
		153,765

Frontier Trust Company, FSB (Advest Trust)  
acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:

Common Stock	800	
		800

The Equitable Life Assurance Society of the United States  
acquired solely for investment purposes:

Common Stock	9,957	
		9,957
		-----
Total		35,358,787
		=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class:	9.0%
	=====

ITEM 4. Ownership as of September 30, 2004 (CONT.)

(c) Deemed Voting Power and Disposition Power:

(i)	(ii)	(iii)	(iv)
Deemed	Deemed	Deemed	Deemed
to have	to have	to have	to have

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	Sole Power to Vote or to Direct the Vote	Shared Power to Vote or to Direct the Vote	Sole Power to Dispose or to Direct the Disposition	Shared Power to Dispose or to Direct the Disposition
	-----	-----	-----	-----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities:				
AXA Investment Managers Paris (France)	8,732	0	8,732	0
AXA Rosenberg Investment Management LLC	3,100	0	7,000	0
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
-----				
Advest, Inc.	0	12,339	0	12,339
Alliance Capital Management L.P.	18,158,307	4,360,665	35,166,194	0
Boston Advisors, Inc.	1,600	0	153,765	0
The Equitable Life Assurance Society of the United States	7,157	0	9,957	0
Frontier Trust Company, FSB (Advest Trust)	800	0	800	0
	-----	-----	-----	-----
	18,179,696	4,373,004	35,346,448	12,339
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

( )

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA,



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which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

- (X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:
  - (X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
    - AXA Investment Managers Paris (France)
    - AXA Rosenberg Investment Management LLC
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:
  - (X) Advest, Inc. (06-0950348), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
  - (X) Alliance Capital Management L.P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
  - (X) Boston Advisors, Inc. (04-2805120), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
  - (X) Frontier Trust Company, FSB (Advest Trust) (45-0373941), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
  - (X) The Equitable Life Assurance Society of the United States (13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

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Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: October 11, 2004

AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel

Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.