

NORFOLK SOUTHERN CORP
Form 8-K
April 29, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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):

April 29, 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)

Item 7.01. Regulation FD Disclosure, and
Item 8.01. Other Events.

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On April 29, 2005, the Registrant issued a Press Release, attached hereto as Exhibit 99, announcing the expiration of the early participation periods in its ongoing offers to exchange new unsecured Norfolk Southern debt securities and cash for certain of its existing unsecured debt securities.

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.

SIGNATURES

NORFOLK SOUTHERN CORPORATION
(Registrant)

/s/ Dezora M. Martin

Name: Dezora M. Martin
Title: Corporate Secretary

Date: April 29, 2005

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99	Press Release, issued by the Registrant on April 29, 2005, announcing the expiration of the early participation periods in its ongoing offers to exchange new unsecured Norfolk Southern debt securities and cash for certain of its existing unsecured debt securities.