

NORFOLK SOUTHERN CORP
 Form 3
 June 04, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Butler Deborah H (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2007	3. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date Original Filed(Month/Day/Year)
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THREE COMMERCIAL PLACE

(Street)

NORFOLK, Â VA Â 23510

(City) (State) (Zip)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	
(give title below) (specify below) Exec. V.P.-Planning & CIO		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	17,334	D	Â
Common Stock	1,157 ⁽²⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option to buy (granted 2005) ⁽³⁾	01/28/2006	01/27/2015	Common Stock	5,300	\$ 34.1	D	Â
Option to buy (granted 2006) ⁽³⁾	01/27/2007	01/26/2016	Common Stock	4,100	\$ 49.425	D	Â
Option to buy (granted 2007) ⁽³⁾	01/25/2010	01/24/2017	Common Stock	6,500	\$ 49.555	D	Â
Restricted Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	5,920 ⁽⁴⁾	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Butler Deborah H THREE COMMERCIAL PLACE NORFOLK, VA VAA 23510	Â	Â	Â Exec. V.P.-Planning & CIO	Â

Signatures

D. M. Martin via P.O.A. for D. H. Butler	06/04/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) At its meeting on May 11, 2007, the Corporation's Board of Directors elected the reporting person to her current position and designated her an "Executive Officer" for purposes of Section 16, effective June 1, 2007. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of her designation.
- (2) 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 May 31, 2007, to have been credited to the reporting person's account in the Norfolk Southern Corporation 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.
- (3) Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Investment Plan.
- (4) Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan and Restricted Stock Unit Plan. These units ultimately will be satisfied in cash or in shares of stock.

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.