

NORFOLK SOUTHERN CORP
Form 8-K
January 27, 2011

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):
January 27, 2011 (January 25, 2011)

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 Number)

Three Commercial Place

(757) 629-2680

Norfolk, Virginia

(Registrant's telephone number, including area
code)

23510-9241
(Address of principal executive offices)

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

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:

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- [] 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaw Amendment

On January 25, 2011, the Board of Directors amended the Bylaws of Norfolk Southern Corporation, effective May 12, 2011, to decrease the number of directors from 12 to 10. The amended Bylaws are attached hereto as Exhibit 3(ii).

(d) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K:

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|--|
| 3(ii) | The Bylaws of Norfolk Southern Corporation, as amended January 25, 2011. Pursuant to the requirements of the Securities 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/ Howard D. McFadden

Name: Howard D. McFadden
Title: Corporate Secretary

Date: January 27, 2011

EXHIBIT INDEX

Exhibit Number

Description

3(ii)

The Bylaws of Norfolk Southern Corporation, as amended January 25, 2011.