

NORFOLK SOUTHERN CORP
Form 8-K
October 20, 2004

**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):

October 20, 2004

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 2.02 Results of Operations and Financial Condition and
Item 7.01 Regulation FD Disclosure

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On October 20, 2004, the Registrant issued a Press Release, attached hereto as an Exhibit 99. The press release, which reports third quarter results, includes a non-GAAP financial measure, as defined by SEC Regulation G, which is reconciled within the release. Specifically, the release excludes a non-cash gain relating to the Conrail corporate reorganization from third quarter net income. This measure should be considered in addition to, not as a substitute for, net income reported in accordance with U.S. Generally Accepted Accounting Principles. Management believes that net income excluding this item may be more indicative of operating results for comparison to prior periods and to other companies, and it intends to use this non-GAAP financial measure for comparison purposes at its analysts' meeting scheduled today and in future comparisons to the third quarter of 2004.

SIGNATURES

NORFOLK SOUTHERN CORPORATION
(Registrant)

/s/ Dezora M. Martin

Name: Dezora M. Martin
Title: Corporate Secretary

Date: October 20, 2004

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99 | On October 20, 2004, the Registrant issued a Press Release, attached hereto as an Exhibit 99. |