Edgar Filing: JOYCE BURTON M - Form 4

JOYCE BUR Form 4										
January 03, 2 FORM									PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATI 5. Filed p snue. Section 1	STATEMENT OF CHANGES IN 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 20(b) of the Investment Company Act of 1040						burden hou response	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	esponses)									
JOYCE BURTON M Sy			2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 235 MILEST	(First)	(Middle)	3. Date of (Month/Da 12/31/20	-	nsaction		X Director Officer (give below)		6 Owner er (specify	
				If Amendment, Date Original iled(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
PENHOOK,							Person		eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	(D) Price	(Instr. 3 and 4) 5,000	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. D Se (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units - Def. Compensation	(<u>1)</u>	12/31/2004		A <u>(1)</u>	470	<u>(1)</u>	<u>(1)</u>	Common Stock	470	C O

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOYCE BURTON M 235 MILESTONE LANE PENHOOK, VA 24137	Х						
Signatures							
D.M. Martin, via P.O.A. for Bu Joyce	arton M.	01/03/2005					
**Signature of Reporting Person	Date						

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Reports the number of deferred stock units--on the basis of the market value of the Common Stock on the last trading day of each

(1) quarter--to have been credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan. These deferred stock units ultimately will be satisfied in cash, not in shares of Common Stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the Directors' Deferred Fee Plan.

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.