

NORFOLK SOUTHERN CORP  
Form 8-K  
May 18, 2010

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

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**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):  
**May 18, 2010 (May 13, 2010)**

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**NORFOLK SOUTHERN CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Virginia**

**1-8339**

**52-1188014**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

**Three Commercial Place**

**(757) 629-2680**

**Norfolk, Virginia**

**23510-9241**

(Registrant's telephone number, including area code)

(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:

- 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.**

On January 26, 2010, the Board of Directors amended the Bylaws of Norfolk Southern Corporation, subject to shareholder approval of an amendment to the Articles of Incorporation at the Annual Meeting of shareholders. The amendment to the Articles of Incorporation was approved at the Annual Meeting of shareholders. The amended Articles of Incorporation are attached hereto as Exhibit 3 (i), and the amended Bylaws are attached hereto as Exhibit 3 (ii).

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Norfolk Southern Corporation's Annual Meeting of Shareholders was held on Thursday, May 13, 2010. The following persons were elected to the Board of Directors for a term of three years:

FOR

AGAINST

ABSTAIN

Thomas D. Bell, Jr.

266,263,597

5,594,469

1,318,600

Alston D. Correll

265,652,101

6,340,671

1,183,894

Landon Hilliard

243,188,400

28,685,472

1,299,794

Burton M. Joyce

267,459,413

4,507,954

1,209,299

Shareholders ratified the appointment of KPMG LLP as Norfolk Southern's independent registered public accounting firm for 2010. Stockholders cast 304,494,496 votes for the appointment, 4,895,298 votes against the appointment and abstained from casting 1,061,568 votes on the appointment of the independent registered public accounting firm.

Shareholders approved the amendment to Norfolk Southern Corporation's Articles of Incorporation to declassify the Board of Directors. Stockholders cast 303,158,918 for the amendment, 5,158,896 votes against the amendment and abstained from casting 2,133,549 votes on the amendment to Norfolk Southern Corporation's Articles of Incorporation.

Shareholders approved the amended Norfolk Southern Corporation Long-Term Incentive Plan. Stockholders cast 251,974,164 votes for the approval, 19,079,524 votes against the approval and abstained from casting 2,122,977 votes on the approval of the amended Norfolk Southern Corporation Long-Term Incentive Plan.

Shareholders approved the amended Norfolk Southern Corporation Executive Management Incentive Plan. Stockholders cast 292,093,602 votes for the approval, 15,690,288 votes against the approval and abstained from casting 2,667,472 votes on the approval of the amended Norfolk Southern Corporation Executive Management Incentive Plan.

The stockholder proposal concerning corporate political contributions was defeated. Stockholders cast 77,044,846 votes for the approval, 158,950,823 votes against the proposal and abstained from casting 37,180,996 votes on the stockholder proposal concerning corporate political contributions.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibits are furnished as part of this Current Report on Form 8-K:

**Exhibit Number**

**Description**

3(i)

Amendment to Articles of Incorporation

3(ii)

Amendment to Bylaws

10.1

Long-Term Incentive Plan

10.2

Executive Management Incentive Plan

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: May 18, 2010

**EXHIBIT INDEX**

**Exhibit Number**

**Description**

3(i)

Amendment to Articles of Incorporation

3(ii)

Amendment to Bylaws

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Long-Term Incentive Plan

10.2

Executive Management Incentive Plan