

SMITH DANIEL D
Form 4
January 30, 2006

FORM 4

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

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH DANIEL D

2. Issuer Name and Ticker or Trading Symbol
NORFOLK SOUTHERN CORP
[NSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
THREE COMMERCIAL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
S.V.P.-Energy and Properties

NORFOLK, VA 23510-2191

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/27/2006		M		3,000	A	\$ 29.4583
Common Stock	01/27/2006		M		15,000	A	\$ 27.6875
Common Stock	01/27/2006		S		1,000	D	\$ 49.3
Common Stock	01/27/2006		S		500	D	\$ 49.31
Common Stock	01/27/2006		S		3,900	D	\$ 49.32
							24,860
							39,860
							38,860
							38,360
							34,460

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Common Stock	01/27/2006	S	100	D	\$ 49.33	34,360	D	
Common Stock	01/27/2006	S	5,000	D	\$ 49.35	29,360	D	
Common Stock	01/27/2006	S	3,900	D	\$ 49.36	25,460	D	
Common Stock	01/27/2006	S	3,400	D	\$ 49.37	22,060	D	
Common Stock	01/27/2006	S	200	D	\$ 49.43	21,860	D	
Common Stock	01/27/2006	A ⁽¹⁾	2,555	A	<u>(1)</u>	24,415	D	
Common Stock	01/27/2006	A ⁽²⁾	3,400	A	<u>(2)</u>	27,815	D	
Common Stock						3,225 ⁽³⁾	I	By 401(k) Plan

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.

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (granted 1997)	\$ 29.4583	01/27/2006		M ⁽⁴⁾	3,000 ₍₄₎	02/03/1998 02/02/2007	Common Stock 3,000
Option (granted 1999)	\$ 27.6875	01/27/2006		M ⁽⁴⁾	15,000 ₍₄₎	02/01/2000 01/31/2009	Common Stock 15,000
Option (right to buy) granted	\$ 49.425	01/27/2006		A ⁽⁵⁾	6,800	01/27/2007 01/26/2016	Common Stock 6,800

