

NORFOLK SOUTHERN CORP  
Form 8-K  
May 16, 2012  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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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 16, 2012 (May 16, 2012)

NORFOLK SOUTHERN CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Virginia<br>(State or Other Jurisdiction<br>of Incorporation) | 1-8339<br>(Commission<br>File Number) | 52-1188014<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

|   |   |
|---|---|
| Three Commercial Place<br>Norfolk, Virginia<br>23510-9241<br>(Address of principal executive offices) | (757) 629-2680<br>(Registrant's telephone number, including<br>area code) |
|---|---|

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 8.01.

Other Events

On May 16, 2012, the Registrant issued a press release announcing that it has extended its offer to the holders of the \$595,504,000 aggregate principal amount of its 4.837% Notes due 2041 and \$4,492,000 aggregate principal amount of its 6.00% Senior Notes due 2111, to exchange such notes for like principal amounts of notes having identical terms other than that such new notes have been registered under the Securities Act of 1933, as amended. The exchange offer, which had been scheduled to expire on May 16, 2012 at 5:00 p.m., New York City time, will now expire at 5:00 p.m., New York City time, on Wednesday, May 23, 2012, unless further extended by the Registrant. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits

(d) Exhibits

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

| Exhibit No. | Description                       |
|-------------|-----------------------------------|
| 99.1        | Press release dated May 16, 2012. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORFOLK SOUTHERN CORPORATION  
(Registrant)

By: /s/ Howard D. McFadden  
Name: Howard D. McFadden  
Title: Corporate Secretary

Date: May 16, 2012

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EXHIBIT INDEX

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|-------------|-----------------------------------|
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