

GOODE DAVID R
Form 4
November 04, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GOODE DAVID R

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)
11/02/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chrmn. & CEO & Dir.

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	11/02/2004		M		120,000	A	\$ 26.0208
Common Stock	11/02/2004		S		23,600	D	\$ 34
Common Stock	11/02/2004		S		4,800	D	\$ 34.01
Common Stock	11/02/2004		S		5,900	D	\$ 34.02
Common Stock	11/02/2004		S		2,100	D	\$ 34.03

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Common Stock	11/02/2004		S	8,300	D	\$ 34.04	678,569	D	
Common Stock	11/02/2004		S	11,500	D	\$ 34.05	667,069	D	
Common Stock	11/02/2004		S	2,900	D	\$ 34.06	664,169	D	
Common Stock	11/02/2004		S	200	D	\$ 34.07	663,969	D	
Common Stock	11/02/2004		S	2,200	D	\$ 34.08	661,769	D	
Common Stock	11/02/2004		S	10,800	D	\$ 34.09	650,969	D	
Common Stock	11/02/2004		S	4,600	D	\$ 34.1	646,369	D	
Common Stock	11/02/2004		S	13,700	D	\$ 34.11	632,669	D	
Common Stock	11/02/2004		S	11,200	D	\$ 34.12	621,469	D	
Common Stock	11/02/2004		S	4,600	D	\$ 34.13	616,869	D	
Common Stock	11/02/2004		S	500	D	\$ 34.14	616,369	D	
Common Stock	11/02/2004		S	1,400	D	\$ 34.15	614,969	D	
Common Stock	11/02/2004		S	7,400	D	\$ 34.16	607,569	D	
Common Stock	11/02/2004		S	4,300	D	\$ 34.17	603,269	D	
Common Stock							13,023 ⁽¹⁾	I	By 401(k) Plan

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (granted 1996)	\$ 26.0208	11/02/2004	M ⁽²⁾	120,000 ⁽²⁾					01/29/1997	01/28/2006	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	X			Chrmn. & CEO & Dir.

Signatures

D. M. Martin, via P.O.A. for David R. Goode
 11/04/2004
 **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).
 - (1) Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of November 2, 2004, the last date on which a formal statement was available, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
 - (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 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.