

Allison Clyde H Jr
 Form 3
 April 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Allison Clyde H Jr (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2009 | 3. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President and Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|---|--|

THREE COMMERCIAL PLACE

(Street)

NORFOLK, VA 23510

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 2,166 | D | Â |
| Common Stock | 607 ⁽²⁾ | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Option to buy (granted 2002) ⁽³⁾ | 01/28/2003 | 01/27/2012 | Common Stock | 4,446 | \$ 22.49 | D | Â |
| Option to buy (granted 2003) ⁽³⁾ | 02/03/2004 | 02/02/2013 | Common Stock | 10,554 | \$ 19.625 | D | Â |
| Option to buy (granted 2004) ⁽³⁾ | 01/30/2005 | 01/29/2014 | Common Stock | 13,500 | \$ 22.02 | D | Â |
| Option to buy (granted 2005) ⁽³⁾ | 01/28/2006 | 01/27/2015 | Common Stock | 3,000 | \$ 34.1 | D | Â |
| Option to buy (granted 2006) ⁽³⁾ | 01/27/2007 | 01/26/2016 | Common Stock | 2,300 | \$ 49.425 | D | Â |
| Option to buy (granted 2007) ⁽³⁾ | 01/25/2010 | 01/24/2017 | Common Stock | 3,600 | \$ 49.555 | D | Â |
| Option to buy (granted 2008) ⁽³⁾ | 01/24/2011 | 01/23/2018 | Common Stock | 3,600 | \$ 50.74 | D | Â |
| Option to buy (granted 2009) ⁽³⁾ | 01/29/2013 | 01/28/2019 | Common Stock | 3,600 | \$ 38.705 | D | Â |
| Restricted Stock Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 3,000 ⁽⁴⁾ | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Allison Clyde H Jr THREE COMMERCIAL PLACE NORFOLK, VA 23510 | Â | Â | Â Vice President and Controller | Â |

Signatures

H. D. McFadden via P.O.A. for C. H. Allison, Jr. 04/02/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- At its meeting on March 24, 2009, the Corporation's Board of Directors elected the reporting person to his current position and designated
- (1) him an "Executive Officer" for purposes of Section 16, effective April 1, 2009. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of her designation.
 - (2) 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 March 31, 2009, to have been credited to the reporting person's account in the Norfolk Southern Corporation

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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.

- (3) Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Investment Plan.
- (4) Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan and Restricted Stock Unit Plan. These units ultimately will be satisfied in cash or in shares of stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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