

NORFOLK SOUTHERN CORP
Form 8-K
January 22, 2008

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

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):
January 22, 2008 (January 22, 2008)

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

Virginia
(State or Other Jurisdiction
of Incorporation)

1-8339
(Commission File Number)

52-1188014
(IRS Employer
Identification Number)

**Three Commercial Place
Norfolk, Virginia**

(757) 629-2680
(Registrant's telephone number, including
area code)

23510-9241
(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 2.02. Results of Operations and Financial Condition and

Item 7.01. Regulation FD Disclosure

On January 22, 2008, the Registrant issued a Press Release, attached hereto as Exhibit 99, reporting fourth quarter and 2007 results.

Item 7.01. Regulation FD Disclosure

On January 22, 2008, the Registrant posted its Quarterly Financial Review - Fourth Quarter 2007 on its website, www.nscorp.com, under the "Investors" tab.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

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

<u>Exhibit Number</u>	<u>Description</u>
99	Press Release dated January 22, 2008.

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/ Reginald J. Chaney

Name: Reginald J. Chaney
Title: Assistant Corporate Secretary

Date: January 22, 2008

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99	Press Release dated January 22, 2008.
Longview Ltd Class A Common	529,610 I Ltd Partnership Poplar Terr Class A Common 1,992.352 I
GB Ltd Ptn Class A Common	3,788.9 I Partnership/Nectar Class A Common 438,008.5 I GANYMO
Trust/Partnership Class A Common	869,006 I WLLB B Trust/Remainder Class A Common
1,167,689 I OB II Trust Class A Common	172,752 I By Spouse Class B Common 1,056 D Class B
Common	1,302 I Longview Ltd Ptn Class B Common 115.478 I GB Ltd Ptn Class B Common
350,000 I Partnership/Hebe Class B Common	933,350.5 I GANYMO Trust/Partnership Class B Common
881,381 I WLLB B Trust/Remainder Class B Common	2,029,558 I OB II Trust

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. 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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 50					05/01/2006 08/31/2007	Class B Common	600
Non-Qualified Stock Option (right to buy)	\$ 30.63					05/01/2001 04/30/2008	Class B Common	50,722
Non-Qualified Stock Option (right to buy)	\$ 31.13					05/01/2002 04/30/2009	Class B Common	54,514
Non-Qualified Stock Option (right to buy)	\$ 25.22					05/01/2003 04/30/2010	Class B Common	79,084

