

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hurlbut Thomas E</u> _____ (Last) (First) (Middle) THREE COMMERCIAL PLACE _____ (Street) NORFOLK VA 23510 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NORFOLK SOUTHERN CORP [ NSC ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President and Controller
	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/27/2018		M <sup>(1)</sup>		1,432	A	\$69.83	5,432	D	
Common Stock	04/27/2018		M <sup>(1)</sup>		1,330	A	\$75.14	6,762	D	
Common Stock	04/27/2018		S		1,330	D	\$145.5039	5,432	D	
Common Stock	04/27/2018		S		1,432	D	\$145.5062	4,000	D	
Common Stock	04/27/2018		J <sup>(2)</sup>		4,000 <sup>(2)</sup>	D	\$0.0000 <sup>(2)</sup>	0.0000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy, granted 2012)	\$75.14	04/27/2018		M <sup>(1)</sup>			1,330 <sup>(1)</sup>	01/26/2016	01/25/2022	Common Stock	1,330	(I)	0.0000	D	
Option (right to buy, granted 2013)	\$69.83	04/27/2018		M <sup>(1)</sup>			1,432 <sup>(1)</sup>	01/24/2017	01/23/2023	Common Stock	1,432	(I)	0.0000	D	

**Explanation of Responses:**

- Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).
- The reporting person transferred 4,000 shares pursuant to a marital property settlement agreement in a divorce proceeding.

Denise W. Hutson via POA for 05/01/2018  
Thomas E. Hurlbut

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.