

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

FORM SD
SPECIALIZED DISCLOSURE REPORT

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

Virginia
(State or other jurisdiction of
incorporation or organization)

1-8339
(Commission file number)

52-1188014
(IRS Employer Identification No.)

Three Commercial Place, Norfolk, Virginia 23510-2191
(Address of principal executive offices)(Zip code)

James A. Hixon (757-629-2370)
(Name and telephone number, including area code,
of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

[X] Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2014.

Introduction

Norfolk Southern Corporation is a Norfolk, Virginia based company that owns a major freight railroad, Norfolk Southern Railway Company. Norfolk Southern Corporation was incorporated on July 23, 1980, under the laws of the Commonwealth of Virginia. Our common stock is listed on the New York Stock Exchange (NYSE) under the symbol “NSC.”

Unless indicated otherwise, Norfolk Southern Corporation and its subsidiaries, including Norfolk Southern Railway Company, are referred to collectively as NS, we, us, and our.

NS is primarily engaged in the rail transportation of raw materials, intermediate products, and finished goods in the Southeast, East, and Midwest and, via interchange with rail carriers, to and from the rest of the United States. NS also transports overseas freight through several Atlantic and Gulf Coast ports. We provide comprehensive logistics services and offer the most extensive intermodal network in the eastern half of the United States.

In support of our rail transportation services, we operate several facilities (the “Repair Facilities”) that are capable of providing repair services for our own fleet of locomotives and roadway maintenance equipment. The Repair Facilities also offer and provide these repair services to third-party customers from time to time. Such repair services may include the fabrication of components, the use of components from our inventory that have undergone in-house reconditioning and/or the assembly of machinery involving the use of tin, tungsten, tantalum and/or gold (“3TG” or “conflict minerals”). For purposes of Section 1502 of the Dodd-Frank Act (defined below), we have assumed that these activities constitute the manufacturing of products as contemplated thereby. The payments received from customers in return for our repair services in 2014 represented an amount equal to less than 1% of our operating revenue.

Applicability of the conflict minerals rule to NS

In 2013, NS undertook a broad-based assessment of its business operations (the “Enterprise Assessment”) in order to determine whether or not it was subject to Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act). Based on the Enterprise Assessment, we concluded that certain activities historically conducted at Repair Facilities could be deemed to constitute the manufacturing of products under the Dodd-Frank Act. NS business activities in 2014 did not deviate from the results of the Enterprise Assessment.

NS undertook a detailed assessment of actual business activities at the Repair Facilities for the 2014 reporting year. We concluded that there were projects undertaken at one of the Repair Facilities that involved either (1) the transfer to a third-party customer of certain locomotive components that were taken from NS inventory after undergoing in-house reconditioning (the “Component Projects”) or (2) the assembly of a functional diesel engine from a combination of components supplied by the customer and components supplied by NS, in each case potentially involving the use of one or more conflict minerals (the “Diesel Project” and, collectively with the Component Projects, the “CM Projects”).

We then undertook a Reasonable Country of Origin Inquiry (RCOI) with suppliers who provided materials used in the CM Projects that had the potential to contain 3TG (the “Relevant Suppliers”).

NS’s policy regarding the sourcing of conflict minerals can be found here:

http://www.nscorp.com/content/dam/nscorp/suppliers/conflict_minerals_statement.pdf.

Section 1- Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

a. NS has concluded in good faith that during the 2014 calendar year:

Based on the RCOI conducted, NS was unable to rule out the reasonable possibility that 3TG originating from the Democratic Republic of the Congo or an adjoining country (Covered Countries) was in one of its products. Accordingly, we are filing a Conflict Minerals Report for 2014.

b. Description of RCOI Process

i - Applicability assessment

As the first step prior to beginning the RCOI process, NS evaluated the specific business activities at the Repair Facilities in 2014 to identify whether any of those activities could be considered manufacturing of products under the conflict minerals rule. After identifying the CM Projects, we developed a list of 18 Relevant Suppliers and surveyed the Relevant Suppliers with respect to the content and origins of any 3TG in their products sold to us.

ii - Engagement with supply chain

Following the applicability assessment process, we sent surveys to the 18 Relevant Suppliers. The Relevant Suppliers were surveyed using Version 3.02 of the Conflict Minerals Reporting Template (the “CMRT”) developed by the Conflict Free Sourcing Initiative.

Initial surveys were distributed to the Relevant Suppliers starting in January 2015. Follow-up with the Relevant Suppliers occurred from February to April 2015. NS also has maintained a dedicated email address for supplier questions about the conflict minerals rule or for assistance in completing the CMRT.

Given the annual compliance requirements, and in an attempt to improve transparency in the supply chain and future supplier response rates, NS is continuing to integrate updated terms and conditions related to conflict minerals in its supplier contracts, requiring each supplier to comply with any conflict minerals requests from NS and inform NS if any of its products contain conflict minerals.

iii - Survey Response Review

NS reviewed responses received for “red flags,” defined by NS as inconsistent, incomplete, or inaccurate responses. This red flag review was based on logical tests applied to information provided by Relevant Suppliers in the CMRT. Responses that failed any of the red flag review tests were selected for additional follow-up.

iv - Non-Responsive suppliers

Non-responsive suppliers were reminded periodically to respond to the survey within a given time period. All suppliers that did not provide responses to NS’s notifications were contacted at least three times.

c. Results of RCOI

NS received responses from 15 of the 18 Relevant Suppliers. Approximately 27% of the responding Relevant Suppliers indicated that their products contained 3TG. With respect to those Relevant Suppliers who indicated the presence of 3TG (the “3TG Suppliers”), 50% further indicated to the satisfaction of our legal review that they sourced 3TG from countries other than Covered Countries. The remaining 50% of the 3TG Suppliers fell into two categories:

(1) One 3TG Supplier submitted a “company level” CMRT that addressed its entire product line spanning multiple industries. Upon further inquiry by NS seeking information specific to the 18 parts in question that were the subject of NS’ original inquiry (the “NS Parts”), the 3TG Supplier indicated that the sources of 3TG in the NS Parts were either not fully identified (and thus it did not know if that 3TG originated from a Covered Country) or known not to be located in any of the Covered Countries. Based on the totality of information collected from this 3TG Supplier, NS found no reasonable basis to believe that any 3TG in the NS Parts originated in the Covered Countries.

(2) One 3TG Supplier initially indicated that it was not sourcing its 3TG from the Covered Countries. Upon further investigation, however, NS determined that one of the nine smelters from which this 3TG Supplier sourced tin was Malaysia Smelting Corporation (“MSC”). MSC has indicated in its Policy on Conflict Minerals that “between 15-20% of the tin we produce is sourced from predominantly artisanal miners in Central Africa” (the “DRC Tin”). Following subsequent inquiry, NS was unable to rule out the reasonable possibility that DRC Tin was present in the Diesel Project. Accordingly, we are filing a Conflict Minerals Report for 2014 describing further due diligence activities.

d. Hyperlink to Form SD

In accordance with Rule 13p-1 under the Securities Exchange Act of 1934, NS has filed this Specialized Disclosure Report (Form SD) on its publicly available Internet site at <http://www.nscorp.com/content/nscorp/en/get-to-know-norfolk-southern/investor-relations/financial-reports/sec-filings.html>.

Item 1.02 Exhibit

As specified in Section 2, Item 2.01 of this Form SD, the registrant hereby files its Conflict Minerals Report as Exhibit 1.01 hereto. The Conflict Minerals Report is also available on our website at <http://www.nscorp.com/content/nscorp/en/get-to-know-norfolk-southern/investor-relations/financial-reports/sec-filings.html>.

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit

1.01 Conflict Minerals Report of Norfolk Southern Corporation

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 duly authorized undersigned.

NORFOLK SOUTHERN CORPORATION

/s/Cindy C. Earhart

Name: Cindy C. Earhart

Title: Executive Vice President Administration

May 28, 2015

(Date)

Exhibit 1.01 – Conflict Minerals Report

Conflict Minerals Report of Norfolk Southern Corporation

Section 1: Introduction

This Conflict Minerals Report (this "Report") of Norfolk Southern Corporation (collectively with its subsidiaries, "NS," the "company," "we," "us," or "our") has been prepared pursuant to Rule 13p-1 (the "Rule") and Form SD promulgated under the Securities Exchange Act of 1934, as amended, for the reporting period January 1, 2014 to December 31, 2014 (the "Reporting Period").

Rule 13p-1 requires disclosure of certain information when a company manufactures or contracts to manufacture products using the minerals specified in the Rule (gold, columbite-tantalite (coltan), cassiterite and wolframite, including their respective derivatives, tantalum, tin and tungsten, which we collectively refer to as "3TG") and where 3TG is necessary to the functionality or production of such products. "Conflict Minerals" for purposes of the Rule and this Report include 3TG and any other minerals that may be determined by the United States (U.S.) Secretary of State to be financing conflict in the Democratic Republic of the Congo, the Republic of the Congo, the Central African Republic, South Sudan, Uganda, Rwanda, Burundi, Tanzania, Zambia and Angola (the "Covered Countries").

We have published a Conflict Minerals policy. This policy sets forth our commitment to social responsibility in sourcing the goods and services necessary to operate our business and can be found on our website at <http://www.nscorp.com/content/nscorp/en/suppliers/our-policies.html>. References to our website in this report are provided as a convenience and do not constitute, and should not be viewed as, incorporation by reference of the information contained on, or available through, our website.

In accordance with the Rule, this Report does not address 3TG located outside of our supply chain prior to January 31, 2013.

Supply Chain and Reasonable Country of Origin Inquiry ("RCOI")

We determined that during the Reporting Period we manufactured certain products containing 3TG necessary to the functionality or production of such products. Our supply chain includes many third parties between us and the original source of 3TG in our products. We rely on our direct suppliers to gather information about smelters and refiners in their respective supply chains.

We conducted an RCOI as described in Item 1.01 of our Form SD for the Reporting Period.

Section 2: Design of Due Diligence Process

We designed our due diligence process to be consistent in all material respects with the Organisation for Economic Co-operation and Development ("OECD") Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas (OECD, 2013).

Section 3: Due Diligence Measures Undertaken

We undertook the following due diligence measures during the Reporting Period:

Establish Company Management Systems

- Established and documented internal processes to support our efforts to comply with the Rule.
 - Established a cross-departmental Conflict Minerals leadership team to oversee compliance with the Rule.
 - Published a Conflict Minerals policy.
 - Established a grievance mechanism.
 - Provided internal communications to employees concerning the Rule via internal employee website.
 - Integrated the Conflict Minerals documentation that we believe to be relevant to our due diligence process into the NS document retention program.

Identify and Assess Risks in the Supply Chain

- Communicated to all of our suppliers via our website, and to Relevant Suppliers (as defined in the Form SD for the Reporting Period) via direct electronic communication, our Conflict Mineral policy and our expectations of suppliers to cooperate with our compliance requirements under the Rule.
- Conducted a survey of Relevant Suppliers utilizing the Conflict Minerals Reporting Template (the "CMRT") developed by the Conflict Free Sourcing Initiative (the "CFSI").
- Reviewed supplier survey responses and identified for follow-up those responses that were incomplete or inconsistent.
- Compared smelters identified by our suppliers to the list of smelters designated as conflict free by the CFSI's Conflict Free Smelter Program (the "CFSP").

Design and Implement a Strategy to Respond to Identified Risks

- Developed a tracking tool to summarize and evaluate the results of our supplier surveys.
- Followed-up via electronic communications and telephone on survey responses survey responses that we believed to be incomplete or inconsistent.
- Sent up to three additional follow-up electronic communications and contacted via telephone, as appropriate, those suppliers who did not respond to our survey requests.
- Adopted a risk mitigation and corrective action plan as part our Conflict Minerals documentation.

Carry Out Independent Third-Party Audit of Smelter/Refiner Due Diligence Practices

We do not, to our knowledge, directly purchase 3TG from any of the Covered Countries. We are a downstream consumer of 3TG and are many levels removed from the smelters and refiners who provide minerals and ores to our suppliers. Therefore, we did not perform or direct audits of smelters and refiners in our supply chain. However, as discussed above, in creating and implementing our Conflict Minerals compliance program, we rely on the publicly available list of smelters designated as conflict free by the CFSP.

Report Annually on Supply Chain Due Diligence

This Report and the associated Form SD are available on our website at: <http://www.nscorp.com/content/nscorp/en/get-to-know-norfolk-southern/investor-relations/financial-reports/sec-filings.html>.

Section 4: Independent Audit

An independent private sector audit was not required for the Reporting Period.

Section 5: Results

Based on our RCOI process for the Reporting Period and after exercising due diligence measures, we were unable to determine the countries of origin or facilities used to produce the 3TG in our products.

Section 6: Continuous Improvement Efforts to Mitigate Risk

We currently intend to take the following steps to support our due diligence process for the reporting period January 1, 2015 to December 31, 2015:

- Evaluate our RCOI process for the Reporting Period to identify areas for improvement, including opportunities to improve the response rate of suppliers surveyed.
- Evaluate our applicability assessment process for the Reporting Period to identify areas for improved efficiency.
- Leverage existing NS supply chain quality procedures, where compatible, to enhance compliance with the Rule.