

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Scanlon Jennifer E.</u> (Last) (First) (Middle) <u>THREE COMMERCIAL PLACE</u> (Street) <u>NORFOLK VA 23510</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORFOLK SOUTHERN CORP [NSC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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	Amount or Number of Shares				
Restricted Stock Units	(1)	06/10/2019		A ⁽¹⁾		8.4122		(1)	(1)	Common Stock	8.4122	\$204.365 ⁽¹⁾	2,007.4231	D	

Explanation of Responses:

1. Reports the number of restricted stock units credited to the reporting person's account in the Norfolk Southern Corporation Long-Term Incentive Plan in the form of dividend equivalent payments on restricted stock units held under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in common stock upon the reporting person's termination of service or death.

Remarks:

scanlonpoa.txt

Denise W. Hutson via P.O.A.
for Jennifer F. Scanlon

06/11/2019

** 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.

POWER OF ATTORNEY

For Executing SEC Forms 3, 4, 5, and 144
(and/or other similar reports)

Know all men by these presents, that I, the undersigned, hereby constitute and*
appoint each of the Corporate Secretary, the Assistant Corporate Secretary, *
and the Manager Stockholder Records, signing singly, my true and lawful *
attorney-in-fact to:

(1) execute for and on my behalf SEC Forms 3, 4, 5, and 144 (including both*
amendments thereto and any and all other similar reports, however hereafter*
known, designated or identified) ("Report") in accordance with (a) Section 16*
(a) of the Securities Exchange Act of 1934 and the rules thereunder and (b) *
Rule 144, concerning securities of Norfolk Southern Corporation;

(2) do and perform any and all acts for and on my behalf which may be necessary*
or desirable to complete any such Report(s) and to effect the timely filing of*
such Report(s) with the United States Securities and Exchange Commission and *
with any authority, agency, exchange or other body as may be required, or *
thought advisable, by my attorney-in-fact; and

(3) take any other action of any type whatsoever in connection with the *
foregoing which, in the opinion of my attorney-in-fact, may be of benefit to,*
in the best interest of, or legally required of, me, it being understood that*
the documents executed by my attorney-in-fact on my behalf pursuant to this*
Power of Attorney shall be in such form and shall contain such terms and*
conditions as my attorney-in-fact, in her or his sole discretion, may approve.

I hereby [1] grant to each and every of my attorneys-in-fact full power and *
authority to do and to perform all and every act and thing whatsoever *
requisite, necessary and proper to be done in the exercise of any of the *
rights and powers herein granted, as fully to all intents and purposes as I *
or any such attorney-in-fact might or could do if personally present, with *
full power of substitution or revocation, and [2] ratify and confirm all that*
any of my attorneys-in-fact, or her or his substitute(s), lawfully shall do *
or cause to be done by virtue of this Power of Attorney and the rights and *
powers herein granted. I acknowledge that each and every of the foregoing *
attorneys-in-fact, in serving in such capacity at my request, are not assuming*
any of my responsibilities to comply with Section 16 of the Securities *
Exchange Act of 1934 or with Rule 144.

Unless earlier revoked by me in a signed writing delivered to an attorney-in-*
fact, as to each such attorney-in-fact, this Power of Attorney shall remain in*
full force and effect (and shall survive, if necessary, my incapacity and/or*
death) until I no longer am required to file Report(s) with the Securities *
and Exchange Commission with respect to my reportable beneficial ownership, *
and any other holdings, of and transactions in securities of Norfolk Southern*
Corporation or pursuant to Rule 144.

IN WITNESS WHEREOF, I have executed this Power of Attorney as of this 23rd*
day of January 2018.

Jennifer F. Scanlon
Printed/Typed Name