

FORM S-8

SECURITIES AND EXCHANGE COMMISSION

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NORFOLK SOUTHERN CORPORATION

(Exact name of issuer as specified in its charter)

Virginia	52-1188014
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Three Commercial Place	23510-2191
Norfolk, Virginia	(Zip Code)
(Address of Principal Executive Offices)	

THOROUGHBRED RETIREMENT INVESTMENT PLAN
OF NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY COMPANIES
(Full title of the plan)

HENRY D. LIGHT, Esquire
Senior Vice President - Law
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(757) 629-2772

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share*	Proposed maximum aggregate offering price*	Amount of regis- tration fee
Norfolk Southern Corporation Common Stock \$1.00 par value	6,000,000 shares	\$20.40	\$122,400,000.00	\$11,260.80

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

*Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457 (c) and (h), based upon a price of \$20.40 per share for 6,000,000 shares of Common Stock issued under the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies, such price being the average of the high and low prices of the Common

Stock reported in the consolidated reporting system on October 29, 2002, a date within five business days prior to the date of filing this Registration Statement.

NOTE: Pursuant to Rule 429, the Prospectus which relates to this Registration Statement contains all of the information which would currently be required in a prospectus relating to the securities covered by Registration Statement No. 333-78939.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

This Registration Statement is solely for the registration of additional Norfolk Southern Corporation Common Stock for issuance under the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies ("Plan"). Therefore, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement relating to the Plan (File No. 333-78939), including all post-effective amendments thereto, are incorporated by reference into this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

An opinion has been rendered to the Corporation by Joseph C. Dimino, Esquire, Senior General Counsel to the Corporation, stating that any shares of Common Stock when issued and delivered for the purposes described in the Plan will be duly authorized, legally issued and fully paid and nonassessable. As of October 31, 2002, Mr. Dimino was the beneficial owner, either directly or indirectly, of approximately 6,721 shares of Common Stock. Also, as of October 31, 2002, Mr. Dimino held unexercised options to purchase 93,500 shares of Common Stock and 15,000 Performance Share Units.

Item 8. Exhibits.

Exhibit Number	Description
5	(i) Opinion of Joseph C. Dimino, Esquire, regarding the legality of the securities being registered (ii) The Registrant undertakes that it has submitted or will submit the plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the plan
23	Consents of Independent Auditors; Counsel: (a) Consent of KPMG LLP (b) Consent of KPMG LLP and Ernst & Young LLP (c) Consent of Joseph C. Dimino, Esquire, is contained in his opinion filed as Exhibit 5 to the Registration Statement
24	Power of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Norfolk Southern Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, and Commonwealth of Virginia,

on this 1st day of November, 2002.

NORFOLK SOUTHERN CORPORATION

By: /s/ Dezora M. Martin
(Corporate Secretary)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on this 1st day of November, 2002, by the following persons in the capacities indicated.

Signature

Title

David R. Goode* Chairman, President and Chief
Executive Officer and Director
(Principal Executive Officer)

/s/ Henry C. Wolf Vice Chairman and Chief Financial
Henry C. Wolf Officer(Principal Financial Officer)

John P. Rathbone* Senior Vice President and Controller
(Principal Accounting Officer)

Gerald L. Baliles* Director

Carroll A. Campbell, Jr.* Director

Gene R. Carter* Director

Alston D. Correll* Director

Landon Hilliard* Director

Steven F. Leer* Director

Jane Margaret O'Brien* Director

Harold W. Pote* Director

J. Paul Reason* Director

*By: /s/ Henry D. Light
(Henry D. Light) Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the managers (persons who administer the employee benefit plan) of the Thoroughbred Retirement Investment Plan of Norfolk

Southern Corporation and Participating Subsidiary Companies have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, Commonwealth of Virginia, on this 1st day of November, 2002.

THOROUGHbred RETIREMENT INVESTMENT
PLAN OF NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY
COMPANIES

By /s/ Henry C. Wolf
(Henry C. Wolf, Manager)

By /s/ James A. Hixon, Manager
(James A. Hixon, Manager)

By /s/ Thomas H. Mullenix, Jr.
(Thomas H. Mullenix, Jr., Manager)

INDEX TO EXHIBITS

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CONSENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors
Norfolk Southern Corporation:

We consent to the incorporation by reference in the Registration Statement pertaining to the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies on Form S-8 of Norfolk Southern Corporation of our report dated January 21, 2002, relating to the consolidated balance sheets of Norfolk Southern Corporation and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of income, changes in stockholders' equity and cash flows, and the related consolidated financial statement schedule for each of the years in the three-year period ended December 31, 2001, which report appears in the December 31, 2001 Annual Report on Form 10-K of Norfolk Southern Corporation.

/s/ KPMG LLP
Norfolk, Virginia
October 31, 2002

CONSENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors
Norfolk Southern Corporation:

We consent to the incorporation by reference in the Registration Statement pertaining to the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies on Form S-8 of Norfolk Southern Corporation of our report dated January 21, 2002, relating to the consolidated balance sheets of Conrail Inc. and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2001, which report appears in the December 31, 2001 Annual Report on Form 10-K of Norfolk Southern Corporation.

/s/ KPMG LLP	/s/ Ernst & Young LLP
Norfolk, Virginia	Jacksonville, Florida
October 31, 2002	October 31, 2002

November 1, 2002

OPINION OF COUNSEL

The Board of Directors
Norfolk Southern Corporation:

As Senior General Counsel of Norfolk Southern Corporation ("Corporation"), I have acted as counsel for the Corporation in connection with the proposed registration by the Corporation of 6,000,000 shares ("Shares") of Norfolk Southern Corporation Common Stock ("Common Stock") pursuant to the terms of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies, as amended ("Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of regulation S-K under the Securities Act of 1933, as amended ("Securities Act"). In furnishing this opinion, I or attorneys under my supervision have examined such documents, legal opinions and precedents, corporate and other records of the Corporation, and certificates of public officials and officers of the Corporation as I or we have deemed necessary or appropriate in the circumstances to provide a basis for the opinion set forth below. In this examination, I or they have assumed the genuineness of all signatures, the authenticity of all documents submitted as original documents and conformity to original documents of all documents submitted as certified or photostatic copies.

On the basis of the foregoing and such other investigation as I have deemed necessary, I am of the opinion that any Shares of Common Stock, when issued and delivered for the purposes described in and in accordance with the terms of the Plan, will be duly authorized, legally issued and fully paid and nonassessable.

I consent to the filing of this opinion as an Exhibit to this Registration Statement filed by the Corporation in connection with the registration under the Securities Act of 1933, as amended, of Common Stock to be issued pursuant to the Plan.

/s/ Joseph C. Dimino, Esq.

Exhibit 24

POWER OF ATTORNEY

We, the undersigned officers and directors of Norfolk Southern Corporation hereby constitute Henry D. Light and Henry C. Wolf, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all Registration Statements on Form S-8 for the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (Registration Number 333-40993), the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (Registration Number 333-78939), the Norfolk Southern Corporation Directors' Restricted Stock Plan (Registration Number 33-52031), the Norfolk Southern Corporation Thoroughbred Stock Option Plan (Registration Number 333-71321), the Norfolk Southern Corporation Long-Term Incentive Plan (Registration Number 333-60722), collectively "the S-8 Registration Statements," and any and all amendments to said S-8 Registration Statements, and any documents related to the Registration Statements on Form S-3 (Registration Numbers 333-57872 and 333-57872-01), any and all amendments thereto and any additional registration statements relating to the same offering of securities as the Registration Statements on Form S-3 that are filed pursuant to Rule 462(b) of the Securities Act of 1933, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Norfolk Southern Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Power of Attorney has been signed below on this 26th day of March, 2002, by the following persons in the capacities indicated.

Signature	Title
/s/ David R. Goode (David R. Goode) Officer and Director	Chairman, President and Chief Executive (Principal Executive Officer)
/s/ Henry C. Wolf (Henry C. Wolf)	Vice Chairman and Chief Financial Officer (Principal financial Officer)
/s/ John P. Rathbone (John P. Rathbone) (Principal Accounting Officer)	Senior Vice President and Controller
/s/ Gerald L. Baliles (Gerald L. Baliles)	Director
/s/ Carroll A. Campbell, Jr. (Carroll A. Campbell, Jr.)	Director
/s/ Gene R. Carter (Gene R. Carter)	Director
/s/ Alston D. Correll (Alston D. Correll)	Director
/s/ Landon Hilliard (Landon Hilliard)	Director

/s/ Steven F. Leer
(Steven F. Leer) Director

/s/ Jane Margaret O'Brien
(Jane Margaret O'Brien) Director

/s/ Harold W. Pote
(Harold W. Pote) Director

/s/ J. Paul Reason
(J. Paul Reason) Director