

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

() *

NORFOLK SOUTHERN CORP

(NAME OF ISSUER)

COM

(TITLE OF CLASS OF SECURITIES)

655844108

(CUSIP NUMBER)

October 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 655844108

13G

Page 2 of 13 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
(A) []
(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES	5. SOLE VOTING POWER	23,811,247
BENEFICIALLY		
OWNED AS OF	6. SHARED VOTING POWER	5,326,853
October 31, 2000		
BY EACH	7. SOLE DISPOSITIVE POWER	44,905,952
REPORTING		
PERSON WITH:	8. SHARED DISPOSITIVE POWER	249

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 44,919,701
(Not to be construed as an admission of beneficial ownership)

(On October 2, 2000, Alliance Capital Management L.P. ("Alliance") acquired beneficial ownership of 44,078,160 shares through its acquisition of the investment advisory assets of Sanford C. Bernstein & Co., Inc. ("Bernstein"), formerly a federally registered investment adviser. Pursuant to this acquisition, Bernstein assigned its investment management agreements to Alliance. Contact names and numbers for those persons formally with Bernstein remain the same as part of Alliance.)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.7%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 655844108 13G Page 3 of 13 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

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(B) [X]

3. SEC USE ONLY

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France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF October 31, 2000 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	23,811,247
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CUSIP NO. 655844108 13G Page 4 of 13 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Conseil Vie Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF October 31, 2000	5. SOLE VOTING POWER	23,811,247
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CUSIP NO. 655844108

13G

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Courtage Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF October 31, 2000	5. SOLE VOTING POWER	23,811,247
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CUSIP NO. 655844108

13G

Page 6 of 13 Pages

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
France

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BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	5,326,853
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12. TYPE OF REPORTING PERSON *
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CUSIP NO. 655844108

13G

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED AS OF October 31, 2000 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	23,811,247
	6. SHARED VOTING POWER	5,326,853
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	8. SHARED DISPOSITIVE POWER	249

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(Not to be construed as an admission of beneficial ownership)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.7%

12. TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer: Page 8 of 13 Pages
NORFOLK SOUTHERN CORP

Item 1(b) Address of Issuer's Principal Executive Offices:
THREE COMMERCIAL PL
Norfolk, VA 23510

Item 2(a) and (b)
Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance Mutuelle,
100-101 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle, and
AXA Assurances Vie Mutuelle,
21, rue de Chateaudun
75009 Paris France

AXA Courtage Assurance Mutuelle,
26, rue Louis le Grand
75002 Paris France

as a group (collectively, the 'Mutuelles AXA').

AXA
9 Place Vendome
75001 Paris France

AXA Financial, Inc.
1290 Avenue of the Americas
New York, New York 10104

Item 2(c) Citizenship:
Mutuelles AXA and AXA - France
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:
COM

Item 2(e) CUSIP Number:
655844108

Item 3. Type of Reporting Person:
AXA Financial, Inc. as a parent holding company,
in accordance with 240.13d-1 (b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

Item 4. Ownership as of October 31, 2000:
(a) Amount Beneficially Owned:

44,919,701 shares of common stock beneficially owned including:

	No. of Shares	

The Mutuelles AXA, as a group	0	
AXA	0	
AXA Entity or Entities:		
AXA Financial, Inc.	0	
Subsidiaries:		
Alliance Capital Management L.P.		
acquired solely for investment purposes on		
behalf of client discretionary investment		
advisory accounts:		
Common Stock	44,899,288	44,899,288

Donaldson, Lufkin & Jenrette Securities Corporation		
held for investment purposes:		
Common Stock	749	749 (1)

The Equitable Life Assurance Society of the United States		
acquired solely for investment purposes.		
Common Stock	3,200	3,200

DLJ Asset Management Group, Inc.		
acquired solely for investment purposes on		
behalf of client discretionary investment		
advisory accounts:		
Common Stock	16,464	16,464 (1)
	-----	-----
Total		44,919,701
		=====

(1) On November 3, 2000, AXA, AXA Financial, Inc. ("AXA Financial"), The Equitable Life Assurance Society of the United States ("Equitable Life") and AXA Participations Belgium (collectively, the "AXA Sellers") sold all of their holdings of common stock of Donaldson, Lufkin & Jenrette, Inc. ("DLJ") to Credit Suisse Group ("CSG") and its designee Credit Suisse First Boston, Inc. pursuant to a Stock Purchase Agreement among the AXA Sellers and CSG dated as of August 30, 2000. Accordingly, AXA Financial, AXA, and the Mutuelles AXA (collectively, the "AXA Filers") disclaim beneficial ownership only respect to those securities reported in Item 4 of this Schedule 13G as beneficially owned by DLJ's subsidiaries Donaldson, Lufkin & Jenrette Securities Corporation and/or DLJ Asset Management Group, Inc. Further, this report shall not be deemed an admission that the AXA Filers are, as the date of this report, beneficial owners

of or reporting persons concerning such securities for purposes of Section 13 or otherwise.

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.)

(b) Percent of Class: 11.7%
=====

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ITEM 4. Ownership as of 10/31/2000 (CONT.)

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote -----	(ii) Deemed to have Shared Power to Vote or to Direct the Vote -----	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition -----	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition -----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities: NONE				
AXA Financial, Inc.	0	0	0	0
Subsidiaries: -----				
Alliance Capital Management L.P.	23,794,547	5,325,689	44,899,288	0
Donaldson, Lufkin & Jenrette Securities Corporation	0	0	500	249
The Equitable Life Assurance Society of the United States	3,200	0	3,200	0
DLJ Asset Management Group, Inc.	13,500	1,164	2,964	0
TOTAL	23,811,247	5,326,853	44,905,952	249
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

()

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired

the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which beneficially owns a majority interest in AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- () in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of its following subsidiaries:
 - (X) Alliance Capital Management L.P.
(13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
 - (X) Donaldson, Lufkin & Jenrette Securities Corporation (1)
(13-2741729), a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
 - (X) The Equitable Life Assurance Society of the United States
(13-5570651), an insurance company, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
 - (X) DLJ Asset Management Group, Inc. (1)
(13-2774791), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

(1) On November 3, 2000, AXA, AXA Financial, Inc. ("AXA Financial"), The Equitable Life Assurance Society of the United States ("Equitable Life") and AXA Participations Belgium (collectively, the "AXA Sellers") sold all of their holdings of common stock of Donaldson, Lufkin & Jenrette, Inc. ("DLJ") to Credit Suisse Group ("CSG") and its designee Credit Suisse First Boston, Inc. pursuant to a Stock Purchase Agreement among the AXA Sellers and CSG dated as of August 30, 2000. Accordingly, AXA Financial, AXA, and the Mutuelles AXA (collectively, the "AXA Filers") disclaim beneficial ownership only respect to those securities reported in Item 4 of this Schedule 13G as beneficially owned by DLJ's subsidiaries Donaldson, Lufkin & Jenrette Securities Corporation and/or DLJ Asset Management Group, Inc. Further, this report shall not be deemed an admission that the AXA Filers are, as the date of this report, beneficial owners of or reporting persons concerning such securities for purposes of Section 13 or otherwise.

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Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 13, 2000

AXA FINANCIAL, INC.*

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: November 13, 2000

AXA Financial, Inc.

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Conseil Vie Assurance Mutuelle; AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)