

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

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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)	

EMPLOYEE STOCK PURCHASE PLAN OF  
NORFOLK SOUTHERN CORPORATION AND  
PARTICIPATING SUBSIDIARY COMPANIES  
(Full title of the plan)

JOHN S. SHANNON, Esq.  
Executive 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:  
(804) 629-2630

THIS POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT NO. 33-25713 IS BEING FILED PURSUANT TO UNDERTAKING NO. 3 WHICH REQUIRES THE REGISTRANT TO REMOVE FROM REGISTRATION BY MEANS OF A POST-EFFECTIVE AMENDMENT ANY OF THE SECURITIES REGISTERED WHICH REMAIN UNSOLD AT THE TERMINATION OF THE OFFERING. THE EMPLOYEE STOCK PURCHASE PLAN OF NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY COMPANIES WAS TERMINATED EFFECTIVE MARCH 31, 1995. AT THAT TIME, 681,653 SHARES REMAINED UNSOLD AND SHOULD BE REMOVED FROM REGISTRATION.

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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, Commonwealth of Virginia, on

this 20th day of June, 1995.

NORFOLK SOUTHERN CORPORATION

By /s/ David R. Goode  
(David R. Goode)  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below on this 20th day of June, 1995, by the following persons in the capacities indicated.

Signature

Title

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

/s/ Henry C. Wolf  
(Henry C. Wolf)  
Executive Vice President  
(Principal Financial Officer)

/s/ John P. Rathbone  
(John P. Rathbone)  
Vice President and Controller  
(Principal Accounting Officer)

\_\_\_\_\_  
(Gerald L. Baliles) Director

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(Gene R. Carter) Director

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\*  
(L. E. Coleman) Director

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\*  
(T. Marshall Hahn, Jr.) Director

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(Landon Hilliard) Director

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\*  
(E. B. Leisenring, Jr.) Director

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(J. Margaret O'Brien) Director

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\*  
(Arnold B. McKinnon) Director

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\*  
(Robert E. McNair) Director

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(Harold W. Pote) Director

\* By /s/ John S. Shannon  
(John S. Shannon)  
(Attorney-in Fact)