

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>GOODE DAVID R</u> (Last) (First) (Middle) <u>THREE COMMERCIAL PLACE</u> (Street) <u>NORFOLK VA 23510-2191</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORFOLK SOUTHERN CORP [NSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chrmn., Pres., & CEO & Dir.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/17/2004</u>	
		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

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			
Common Stock	08/17/2004		M		100,000	A	\$20.8333	720,264 ⁽¹⁾	D	
Common Stock	08/17/2004		S		1,100	D	\$27	719,164 ⁽¹⁾	D	
Common Stock	08/17/2004		S		12,600	D	\$27.01	706,564 ⁽¹⁾	D	
Common Stock	08/17/2004		S		2,500	D	\$27.02	704,064 ⁽¹⁾	D	
Common Stock	08/17/2004		S		300	D	\$27.04	703,764 ⁽¹⁾	D	
Common Stock	08/17/2004		S		24,000	D	\$27.05	679,764 ⁽¹⁾	D	
Common Stock	08/17/2004		S		1,500	D	\$27.08	678,264 ⁽¹⁾	D	
Common Stock	08/17/2004		S		11,800	D	\$27.11	666,464 ⁽¹⁾	D	
Common Stock	08/17/2004		S		8,200	D	\$27.2	658,264 ⁽¹⁾	D	
Common Stock	08/17/2004		S		12,500	D	\$27.12	645,764 ⁽¹⁾	D	
Common Stock	08/17/2004		S		1,300	D	\$27.13	644,464 ⁽¹⁾	D	
Common Stock	08/17/2004		S		2,100	D	\$27.14	642,364 ⁽¹⁾	D	
Common Stock	08/17/2004		S		500	D	\$27.15	641,864 ⁽¹⁾	D	
Common Stock	08/17/2004		S		2,200	D	\$27.16	639,664 ⁽¹⁾	D	
Common Stock	08/17/2004		S		1,000	D	\$27.17	638,664 ⁽¹⁾	D	
Common Stock	08/17/2004		S		700	D	\$27.19	637,964 ⁽¹⁾	D	
Common Stock	08/17/2004		S		17,700	D	\$27.21	620,264 ⁽¹⁾	D	
Common Stock	08/17/2004		G	V	4,000	D	(2)	616,264 ⁽¹⁾	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (granted 1995)	\$20.8333	08/17/2004		M ⁽³⁾		100,000 ⁽³⁾	01/30/1996	01/29/2005	Common Stock	100,000	(3)	50,000	D	

Explanation of Responses:

1. Includes 12,995 shares, the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of August 17, 2004, the last date on which a formal statement was available, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

2. Reports gift by the Reporting Person

3. Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

Remarks:

D. M. Martin, via P.O.A. for 08/18/2004
David R. Goode

** 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.

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