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# SCHEDULE 14A

(RULE 14a-101)

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## Information Required in Proxy Statement

### Schedule 14A Information

#### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

## Norfolk Southern Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously Paid:

(2) Form, schedule or registration statement No.:

(3) Filing party:

(4) Date filed:



April 17, 2014

Dear Fellow Stockholder:

We have previously sent to you proxy material for the Norfolk Southern Corporation Annual Meeting of Stockholders, to be held on May 8, 2014. **Your Board of Directors unanimously recommends that stockholders vote FOR Proposals 1, 2 and 3, and AGAINST Proposal 4.**

**Your vote is important**, no matter how many or how few shares you may own. If you have not already done so, **please vote TODAY** by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

DENISE W. HUTSON  
*Corporate Secretary*

***REMEMBER:***

**You can vote your shares by telephone, or *via* the Internet.  
Please follow the easy instructions on the enclosed proxy card.**

If you have any questions, or need assistance in voting  
your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED  
TOLL-FREE, at 1-888-750-5834.**

\*\*\* Exercise Your *Right to Vote* \*\*\*  
Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 08, 2014

NORFOLK SOUTHERN CORPORATION

BROKER  
LOGO  
HERE

Return Address Line 1  
Return Address Line 2  
Return Address Line 3  
51 MERCEDES WAY  
EDGEWOOD NY 11717

Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample  
1234 ANYWHERE STREET  
ANY CITY, ON A1A 1A1



**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** February 27, 2014  
**Date:** May 08, 2014 **Time:** 8:30 AM EDT  
**Location:** Williamsburg Lodge  
Conference Center  
310 South England Street  
Williamsburg, VA 23185

You are receiving this communication because you hold shares in the above named company.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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— Before You Vote —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report    2. Notice & Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 24, 2014 to facilitate timely delivery.

— How To Vote —  
Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX available and follow the instructions.

**Vote By Telephone:** To vote now by telephone, call 1-800-454-8683. Please refer to the proposals and follow the instructions.

**Vote By Mail:** Mark, sign and date your voting form and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Internal Use  
Only

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**Voting Items**

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors  
Nominees

1A Thomas D. Bell, Jr.

For Against Abstain  
☐ ☐ ☐

1B Erskine B. Bowles

☐ ☐ ☐

1C Robert A. Bradway

☐ ☐ ☐

1D Wesley G. Bush

☐ ☐ ☐

1E Daniel A. Carp

☐ ☐ ☐

1F Karen N. Horn

☐ ☐ ☐

1G Steven F. Leer

☐ ☐ ☐

1H Michael D. Lockhart

☐ ☐ ☐

1I Amy E. Miles

☐ ☐ ☐

1J Charles W. Moorman

☐ ☐ ☐

1K Martin H. Nesbitt

☐ ☐ ☐

1L James A. Squires

☐ ☐ ☐

1M John R. Thompson

☐ ☐ ☐

The Board of Directors recommends you vote FOR the following proposal(s):

2 The ratification of the appointment of KPMG LLP, independent registered public accounting firm, as Norfolk Southern's independent auditors for the year ending December 31, 2014.

For Against Abstain  
☐ ☐ ☐

3 Approval of executive compensation as disclosed in the proxy statement for the 2014 Annual Meeting of Stockholders.

☐ ☐ ☐

The Board of Directors recommends you vote AGAINST the following proposal(s):

4 Stockholder proposal concerning an independent chairman of the board of directors.

For Against Abstain  
☐ ☐ ☐

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**Voting items Continued**

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

**Non-Voting items**

PLEASE "X" HERE ONLY IF YOU PLAN  
TO ATTEND THE MEETING AND VOTE  
THESE SHARES IN PERSON



**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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Internal Use  
Only

Signature 1 - (Please sign on line)

Signature 2 - (Joint Owners)

Date - (Please print date)