

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1

(Amendment No. 12)

Tender Offer Statement Pursuant to Section 14(d) (1)
of the Securities Exchange Act of 1934

Conrail Inc.
(Name of Subject Company)

Norfolk Southern Corporation
Atlantic Acquisition Corporation
(Bidders)

Common Stock, par value \$1.00 per share
(Including the associated Common Stock Purchase Rights)
(Title of Class of Securities)

208368 10 0
(CUSIP Number of Class of Securities)

Series A ESOP Convertible Junior
Preferred Stock, without par value
(Including the associated Common Stock Purchase Rights)
(Title of Class of Securities)

Not Available
(CUSIP Number of Class of Securities)

James C. Bishop, Jr.
Executive Vice President-Law
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191
Telephone: (757) 629-2750
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Bidder)

with a copy to:
Randall H. Doud, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
919 Third Avenue
New York, New York 10022
Telephone: (212) 735-3000

This Amendment No. 12 amends the Tender Offer Statement on Schedule 14D-1 filed on October 24, 1996, as amended (the "Schedule 14D-1"), by Norfolk Southern Corporation, a Virginia corporation ("Parent"), and its wholly owned subsidiary, Atlantic Acquisition Corporation, a Pennsylvania corporation ("Purchaser"), relating to Purchaser's offer to purchase all outstanding shares of (i) Common Stock, par value \$1.00 per share (the "Common Shares"), and (ii) Series A ESOP Convertible Junior Preferred Stock, without par value (the "ESOP Preferred Shares" and, together with the Common Shares, the "Shares"), of Conrail Inc. (the "Company"), including, in each case, the associated Common Stock Purchase Rights, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 24, 1996 (the "Offer to Purchase"), as amended and supplemented by the Supplement thereto, dated November 8, 1996 (the "Supplement"), and in the revised Letter of Transmittal (which, together with any amendments or supplements thereto, constitute the "Offer"). Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Offer to Purchase, the Supplement or the Schedule 14D-1.

Item 10. Additional Information.

Item 10 is hereby amended and supplemented by the following:

(e) On November 19, 1996, the District Court issued an oral ruling denying Plaintiffs' motion for preliminary injunctive relief after two days of hearings. After the ruling, Plaintiffs asked the District Court for an injunction pending appeal which was denied. On the same date,

Plaintiffs filed an emergency motion for an injunction pending appeal and a motion seeking an expedited appeal to the United States Court of Appeals for the Third Circuit (the "Third Circuit"). On November 20, 1996, the Third Circuit denied Plaintiffs' motion for an injunction pending appeal.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by the following:

(a) (46) Press Release issued by Parent on November 19, 1996.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

November 20, 1996

NORFOLK SOUTHERN CORPORATION

By: /s/ JAMES C. BISHOP, JR.
Name: James C. Bishop, Jr.
Title: Executive Vice President-Law

ATLANTIC ACQUISITION CORPORATION

By: /s/ JAMES C. BISHOP, JR.
Name: James C. Bishop, Jr.
Title: Vice President and General Counsel

EXHIBIT INDEX

Exhibit Number	Description	Page
(a) (46)	Press Release issued by Parent on November 19, 1996.	

FOR IMMEDIATE RELEASE
November 19, 1996

Media Contact: Robert Fort
(757) 629-2714 or
(757) 463-3276

NORFOLK SOUTHERN TO APPEAL DECISION
IN EFFORT TO BLOCK CSX OFFER FOR CONRAIL

NORFOLK, VA -- Norfolk Southern Corporation (NYSE: NSC) today issued the following statement in response to the decision by U.S. District Judge Donald W. VanArtsdalen in Philadelphia denying Norfolk Southern's request for a preliminary injunction against CSX's tender offer for Conrail shares:

"Norfolk Southern will appeal the ruling to the Third Circuit Court of Appeals in Philadelphia. The District Court's decision will not lessen our commitment to providing Conrail shareholders with the opportunity to receive promptly \$110 per share in cash for all of their shares.

"We continue to believe that Conrail and CSX are subverting the intent of Pennsylvania law by preventing Conrail shareholders from even considering Norfolk Southern's clearly superior offer -- an offer worth at least \$15 more per share than the proposed CSX-Conrail deal.

"Throughout two days of testimony before the District Court, there was no dispute that Norfolk Southern's offer was financially superior to CSX's. Besides being better for shareholders, a Norfolk Southern-Conrail combination will be better for other constituents whose interests are affected -- better for employees, for shippers, for suppliers and for communities."

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World Wide Web Site - <http://www.nscorp.com>