

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

Washington, D.C. 20549

**OMB APPROVAL**

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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* |  |  | 2. Issuer Name and Ticker or Trading Symbol              |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |
| <u>MCQUADE KATHRYN B</u>                 |  |  | <u>NORFOLK SOUTHERN CORP [ NSC ]</u>                     |  |  | Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Exec. V.P.-Planning &amp; CIO</u> |  |  |
| (Last) (First) (Middle)                  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)         |  |  |  |  |  |
| <u>THREE COMMERCIAL PLACE</u>            |  |  | <u>11/21/2005</u>  |  |  |  |  |  |
| (Street)                                 |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| <u>NORFOLK VA 23510</u>                  |  |  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person   |  |  |
| (City) (State) (Zip)                     |  |  |  |  |  | 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                    | 11/21/2005                           |  | S <sup>(1)</sup>               |   | 20,000  | D          | \$44    | 43,220  | D  |   |
| Common Stock                    | 11/22/2005                           |  | M <sup>(1)</sup>               |   | 20,000  | A          | \$22.49 | 63,220  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 443 <sup>(2)</sup>  | I  | By 401(k) Plan  |

**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 | (A)  | (D)                   | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Option (granted 2002)                      | \$22.49  | 11/22/2005                           |  | M <sup>(1)</sup>               |   |  | 20,000 <sup>(3)</sup> | 01/28/2003   | 01/27/2012      | Common Stock  | (3)  | 20,000   | D   |  |

**Explanation of Responses:**

- Transaction pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person on May 9, 2005.
- Represents 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 November 22, 2005, 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.
- Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16(b). 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  
Kathryn B. McQuade 11/23/2005

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**