

U.S. SECURITIES AND EXCHANGE COMMISSION
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person	2. Issuer Name and Ticker or Trading Symbol	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	5. If Amendment, Date of Original (Month/Year)
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Prillaman, L. I. Three Commercial Place Norfolk, VA 23510-2191	Norfolk Southern Corporation (NSC)		12-10-2002	
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6. Relationship of Reporting Person to Issuer (Check all applicable)

☐ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)

X
Vice Chmn. & Chief
Marketing Officer

7. Individual or Joint/Group Reporting

☒ 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)	3. Transaction Code (Instr. 8)	4. Securities acquired or Disposed of (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner-Ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				131,169 (a)	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	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at end of Month (Instr. 4)	10. Owner-Ship Form: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Deferred Stock Units		12-10-2002 (b)	A	1,065.1788 (b)		Common Stock	1,065.1788	\$19.7154225 (b)	D	

Explanation of responses:

- a. Includes 24,683 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 December 10, 2002, 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.
- b. Reports the number of deferred stock units credited to the account of the reporting person on the basis of the market value of the Common Stock on the dividend payment date. These deferred units ultimately will be satisfied in cash, not in shares of Common Stock.

Signature of Reporting Person:

/s/D. M. Martin via POA for L. I. Prillaman

D. M. Martin via POA for L. I. Prillaman