

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-1  
(Amendment No. 25)

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. 25 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 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by the following:

- (a) (67) Text of Advertisement appearing in newspapers commencing December 18, 1996.
- (a) (68) Text of Mailgram sent to certain Company shareholders commencing December 18, 1996.
- (a) (69) Text of Advertisement appearing in newspapers commencing December 18, 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.

Dated: December 18, 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
(a) (67)	Text of Advertisement appearing in newspapers commencing December 18, 1996.
(a) (68)	Text of Mailgram sent to the Company's shareholders commencing December 18, 1996.
(a) (69)	Text of Advertisement appearing in newspapers commencing December 18, 1996.

[Advertisement]

TO CONRAIL SHAREHOLDERS:

HOW YOU CAN HELP INCREASE YOUR  
SHARE VALUE, LOWER YOUR RISK, AND SHORTEN  
YOUR WAIT -- IN UNDER 3 SECONDS.

[Graphic: front and back of Norfolk Southern's proxy card  
with a circle around the words "AGAINST" and an "X" in  
the boxes next to them.]

JOIN ALL THOSE VOTING AGAINST CONRAIL'S COERCIVE  
PROPOSALS.

[Graphic: checkmark above the words "VOTE AGAINST"]

Norfolk Southern's \$110 all-cash, all-shares offer --  
with prompt payment through use of a voting trust -- is  
superior in every respect to the CSX deal. It's worth  
23%\* more, and it doesn't subject you to the substantial  
equity and regulatory risks involved in the coercive CSX  
deal. To preserve the benefits of Norfolk Southern's  
superior offer, vote AGAINST Conrail's proposals.

ESOP participants: your vote is especially  
important since each vote represents several votes.  
Protect your interests; don't let the inferior CSX deal  
be forced upon you. Use your GREEN instruction card to  
instruct your Trustee to vote AGAINST Conrail's  
proposals.

PROTECT THE VALUE OF YOUR SHARES.  
VOTE NOW ON NORFOLK SOUTHERN'S GOLD PROXY CARD AGAINST  
CONRAIL'S PROPOSALS TO "OPT OUT" OF PENNSYLVANIA'S  
FAIR VALUE STATUTE AND TO ADJOURN THE SPECIAL MEETING.  
BE SURE NORFOLK SOUTHERN RECEIVES YOUR PROXY  
BEFORE DECEMBER 23

[Norfolk Southern Logo]

Important: If you have any questions, please call our  
solicitor, Georgeson & Company Inc. toll free at 1-800-  
223-2064. Banks and brokers call 212-440-9800.

\* Based on the closing price of CSX common stock on December 16, 1996.

December 18, 1996

[Mailgram]

December 17, 1996

Dear Conrail Shareholder:

The Conrail Special Meeting is just six days away. YOUR VOTE WILL DETERMINE THE FUTURE VALUE OF YOUR INVESTMENT. Norfolk Southern's all-cash, all-shares offer, with prompt payment through a voting trust, is worth 23%\* more than CSX's coercive deal and doesn't subject you to the substantial equity and regulatory risks of CSX's inferior deal (currently valued at about only \$90\* per share for the remaining Conrail shares).

Remember: Institutional Shareholder Services ("ISS"), the nation's leading voting advisory service, has publicly stated that it is recommending to its clients that they vote AGAINST Conrail's Amendment Proposal and AGAINST its Adjournment Proposal.

IT'S NOT TOO LATE TO PROTECT YOUR INVESTMENT

To preserve your opportunity to receive the benefits of Norfolk Southern's superior offer, you must vote AGAINST Conrail's proposals today.

Because time is short and your vote extremely important, we have established a method to enable you to vote by toll-free telephone. Please follow the simple instructions below.

If you need any assistance with the last-minute voting of your shares, please call Georgeson & Company Inc, toll-free at 1-800-223-2064.

Thank you for your support.

Sincerely,

NORFOLK SOUTHERN CORPORATION

David R. Goode  
Chairman, President and  
Chief Executive Officer

\* Based on the closing price of CSX common stock on December 16, 1996.

TOLL-FREE PROXYGRAM OPERATORS WHO ARE INDEPENDENT OF THE COMPANY ARE AVAILABLE TO ASSIST YOU NOW!!!

#### INSTRUCTIONS

1. Call Toll-Free 1-800-521-8454 between 8:00 a.m. and 12:00 midnight eastern time.
2. Tell the operator that you wish to send a collect ProxyGram to ID No. 4482, Norfolk Southern Corporation.
3. State your name, address and telephone number.
4. State the bank or broker at which your shares are held and your control number as shown below:

Name: <NA.1>  
Broker: <Broker>  
Control Number: <ControlNum>  
Number of Shares: <NumShares>

[ADVERTISEMENT]

[GRAPHIC: Two joined railcar couplers]

WHY NORFOLK SOUTHERN IS  
THE RIGHT PARTNER FOR CONRAIL.

AMERICA WINS

Norfolk Southern and Conrail make a perfect combination for shippers, consumers, shareholders and employees. Here's why:

BALANCED COMPETITION

Norfolk Southern and Conrail will provide balanced competition by creating a strong rail system to compete with CSX in the East. True competition means safe, economical service. It promotes innovation, economic development and job growth. It makes goods affordable. When Norfolk Southern and Conrail team up, major markets will enjoy a competitive alternative. The economies of New York, Baltimore, Dayton, Indianapolis, Philadelphia, Pittsburgh and other areas won't be hostage to one major railroad.

MARKETING FLEXIBILITY

With systems that extend one another, Norfolk Southern and Conrail will give shippers wide market access and smooth interchanges with other carriers -- in short, a transportation gateway to the world. The combined system will be competitive with trucks -- good news for the environment and for motorists on clogged and crumbling highways.

SUPERIOR PERFORMANCE

Norfolk Southern earns its reputation as America's most admired railroad.<sup>1</sup> With the best-maintained infrastructure, highest efficiency and safest employees of all major railroads, it's no wonder automakers located eight out of 12 new assembly plants on our system and that this year alone 64 new industries located on our lines. Norfolk Southern and Conrail will build on successes like these.

FINANCIAL STRENGTH

Norfolk Southern's commitment to Conrail constituents is backed by a solid balance sheet and a century of sure-footed performance. We recently marked 15 consecutive quarters of year-over-year growth in earnings per share. We believe that together, the companies will have the resources to provide unmatched service for shippers, opportunity for employees and growth potential for investors.

THE ISSUE OF FAIRNESS

Conrail shareholders should have the right to choose Norfolk Southern's 100% cash offer, rather than having an inferior offer forced on them. Conrail employees would benefit by having their overfunded pension plan merged with Norfolk Southern's overfunded plan, rather than with a CSX plan that the U.S. government last week again put on its list of 50 companies with the largest unfunded pension liability.<sup>2</sup> Under the CSX proposal, the cushion that Conrail employees have built up in their plan could be used to eliminate the shortfall in the CSX plan.

WHAT YOU CAN DO

A Norfolk Southern / Conrail combination is right for many reasons. As a Conrail shareholder, you can help make it a reality December 23 by saying NO to an inferior CSX/Conrail deal -- by voting AGAINST Conrail's proposal to "opt out" of Pennsylvania's fair value statute. Conrail ESOP participants can cast especially meaningful votes AGAINST, because each allocated share represents a voting interest by the participants equivalent to as many as seven shares. Remember, ESOP participants' votes are confidential.

A WINNING FUTURE

Your vote AGAINST will send a loud message. If you and a majority of the other shareholders vote AGAINST, Conrail's board will know you want a better deal. You can help usher in a winning future for railroads and those who depend on them, a future characterized by competition, growth, opportunity, peace of mind for retirees and basic rights for shareholders. You can help bring Norfolk Southern and Conrail together as partners for the 21st century.

[Norfolk Southern Logo]

(c) 1996 Norfolk Southern Corp., Three Commercial Place,  
Norfolk VA 23510-2191  
<http://www.nscorp.com>

1 FORTUNE, Annual Corporate Reputations Survey, March 4, 1996

2 Pension Benefit Guaranty Corp., Dec. 12, 1996

Important: If you have any questions, please call our solicitor,  
Georgeson & Company Inc., toll free at  
1-800-223-2064. Banks and brokers call 212-440-9800.