

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
(Amendment No. 8)
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. 8 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

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following:

(a)(41) Text of Advertisement appearing in newspapers commencing November 13, 1996.

(a) (42) Press Release issued by Parent on November 13, 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 13, 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) (41)	Text of Advertisement appearing in newspapers commencing November 13, 1996.	
(a) (42)	Press Release issued by Parent on November 13, 1996.	

TO CONRAIL SHAREHOLDERS:

Norfolk Southern's offer is 18% higher.

CSX is offering inferior value - \$93.14 per share, which is about \$17 per share less than Norfolk Southern's offer.*

It's a \$110 all-cash offer for all shares.

CSX is trying to coerce Conrail shareholders with its inferior, front-end loaded proposal.

It protects shareholders' rights.

CSX is tendering now for only 19.9% of the Conrail shares, and then will use those shares to try to swing the vote to "opt out" of the Pennsylvania law protecting shareholders' rights.

It's free of market risks.

CSX wants Conrail shareholders to bear significant market risk. You would have to wait until the back-end merger, which is subject to conditions and could take a year or longer, to receive 60% of the consideration. This would be paid in CSX stock, with no downside protection if the stock declines in price.

It's free of regulatory risks.

CSX wants Conrail shareholders to take significant regulatory risk. You would have to wait for Surface Transportation Board approval (if it comes) before receiving 60% of your consideration.

It doesn't include any sweetheart deals.

CSX is giving Conrail's CEO a 5-year contract with a more than 50% jump in his base salary, and a guarantee that he will be the next Chairman and CEO of CSX.

* Based on the closing price of CSX common stock on November 11, 1996.

Now Ask yourself, who's making the "hostile" offer:
Norfolk Southern or CSX?

Here's How You Can Help Yourself and Protect Your Conrail Investment:

- * Vote NO on Norfolk Southern's GOLD proxy card on Conrail's proposals to "opt out" of Pennsylvania's Fair Value Statute and to adjourn the special meeting.
- * Tender into Norfolk Southern's superior offer.
- * Write to the Conrail Board and ask it why:
 - It wants Conrail to pay \$580 million in breakup fees--\$6.35 per share -- to protect CSX's inferior offer.
 - It doesn't take actions to remove its own roadblocks to the Norfolk Southern offer.
 - It is trying to force the inferior CSX deal on Conrail's shareholders.

[Graphic: Box with checkmark above the words "VOTE NO"]

[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.

November 13, 1996

FOR IMMEDIATE RELEASE
November 13, 1996

Media Contact: Robert Fort
(757) 629-2714

NORFOLK SOUTHERN SAYS CONRAIL DIRECTORS
CONTINUE TO IGNORE FIDUCIARY DUTY

NORFOLK, VA -- Norfolk Southern Corporation (NYSE:NSC) issued the following statement in response to the decision by the Conrail board to continue to support the substantially lower offer of CSX Corporation (NYSE:CSX):

We are not surprised that the Conrail board, given its actions in recent weeks, stubbornly continues to refuse to give Conrail shareholders the opportunity to accept what is clearly a better offer.

The Conrail board continues to ignore its fiduciary duty to shareholders. The CSX proposal is not a strategic combination, but a strategy to subvert the intent of state law and coerce Conrail shareholders into accepting an inadequate offer for their shares.

The CSX proposal is not free of conditions -- it requires Conrail shareholders to wait an indeterminant length of time for regulatory approval of the merger for an unknown return on 60 percent of the shares outstanding. The only meaningful conditions on Norfolk Southern's offer are those imposed by the Conrail Board of Directors.

We would again strongly urge all Conrail shareholders to reject a deal that:

- * offers \$17 per share, or \$1.5 billion less than Norfolk Southern;
- * transfers the risk of regulatory approval to Conrail shareholders;
- * attempts to coerce shareholders into accepting the offer through a discriminatory, front-end loaded structure;
- * with no economic justification, establishes significant financial obstacles to a superior alternative offer.

The self-serving actions of the Conrail board and management should be viewed with concern not only by Conrail shareholders and other Conrail constituencies, but by all investors. We believe that ultimately a combination of Norfolk Southern and Conrail will prove not only a better offer, but also a better railroad.

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