

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration
under Section 12(g) of the Securities Exchange Act of 1934
or Suspension of Duty to File Reports Under Sections 13 and
15(d) of the Securities Exchange Act of 1934

Commission File Number 001-8339

Norfolk Southern Corporation

(Exact name of registrant as specified in its charter)

Three Commercial Place, Norfolk, Virginia, 23510-2191, (757) 629-2600

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Rights to Purchase Series A Junior Participating Preferred Stock

(Title of each class of securities covered by this Form)

Common Stock, Par Value \$1.00 per share

(Titles of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or
notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934,
Norfolk Southern Corporation has caused this certification/notice to be signed
on its behalf by the undersigned duly authorized person.

Date: November 26, 2002

By: /s/ Dezora M. Martin

Name: Dezora M. Martin
Title: Corporate Secretary

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of
the General Rules and Regulations under the Securities Exchange Act of 1934.
The registrant shall file with the Commission three copies of Form 15, one of
which shall be manually signed. It may be signed by an officer of the
registrant, by counsel or by any other duly authorized person. The name and
title of the person signing the form shall be typed or printed under the
signature.