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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
(Amendment No. 18)
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

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This Amendment No. 18 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) (54) Text of Advertisement appearing in newspapers commencing December 10, 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 10, 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) (54)	Text of Advertisement appearing in newspapers commencing December 10, 1996.

[Advertisement]

TO CONRAIL SHAREHOLDERS:

Conrail wants you to think resistance is futile.

Your vote can prove them dead wrong.

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

Conrail's management has made it clear that shareholder rights have no place on their agenda. You already know that they want to coerce you into accepting a part cash, part stock CSX offer. Norfolk Southern's \$110 all-cash offer is nearly 19% higher than CSX's inferior offer.*

To get away with that, Conrail needs a shareholder vote to "opt out" of the Pennsylvania Fair Value Statute that is one of the few protections you have left. Conrail has called for a vote at a meeting set for 5 p.m. on December 23.

CONRAIL'S PLANS FOR A PHONY VOTE

However, Conrail's management has blatantly announced that they won't convene the meeting unless they know ahead of time that they have enough votes to assure approval of their proposal. And they have said that they will continue to set new shareholder meetings until shareholders approve the proposal. In other words, vote their way or your vote won't count.

It's hard to imagine a more arrogant denial of basic shareholder rights. And Norfolk Southern has no intention of letting Conrail get away with it.

A BETTER OFFER FROM A BETTER RAILROAD

Norfolk Southern will continue the fight to deliver to Conrail shareholders our all-cash \$110 offer for all shares, with prompt payment through use of a voting trust.

As the safest and most efficient major railroad in the country, Norfolk Southern has the ability to pay a full and fair \$110 per share, in cash.

A PLEDGE TO CONRAIL SHAREHOLDERS

CSX and Conrail should have no doubt as to our determination to acquire Conrail, and our willingness to use any and all appropriate financial means to accomplish that objective.

HERE IS THE NORFOLK SOUTHERN PLEDGE: NORFOLK SOUTHERN WILL NOT BE A PARTY TO ANY AGREEMENT WITH CSX OR CONRAIL THAT DELIVERS ANYTHING LESS TO CONRAIL SHAREHOLDERS THAN A \$110 ALL-CASH, ALL-SHARES OFFER -- WITH PROMPT PAYMENT THROUGH USE OF A VOTING TRUST -- SO LONG AS CONRAIL SHAREHOLDERS REJECT THE MANEUVERING BY CSX AND CONRAIL'S MANAGEMENT TO PAY YOU LESS THAN YOU DESERVE FOR YOUR SHARES.

BUT TO SUCCEED, WE NEED YOUR HELP BY VOTING "AGAINST" CONRAIL'S PROPOSALS.

DEFEND 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 6, 1996.

December 10, 1996