

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
January 22, 2008 (January 22, 2008)



NORFOLK SOUTHERN CORPORATION
(Exact name of registrant as specified in its charter)

Virginia
(State or Other Jurisdiction
of Incorporation)

1-8339
(Commission File
Number)

52-1188014
(IRS Employer
Identification Number)

Three Commercial Place
Norfolk, Virginia
23510-9241
(Address of principal executive
offices)

(757) 629-2680
(Registrant's telephone
number, including area code)

No Change
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition and

Item 7.01. Regulation FD Disclosure

On January 22, 2008, the Registrant issued a Press Release, attached hereto as Exhibit 99, reporting fourth quarter and 2007 results.

Item 7.01. Regulation FD Disclosure

On January 22, 2008, the Registrant posted its Quarterly Financial Review - Fourth Quarter 2007 on its website, www.nscorp.com, under the "Investors" tab.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99	Press Release dated January 22, 2008.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by

the undersigned thereunto duly authorized.

SIGNATURES

NORFOLK SOUTHERN CORPORATION

(Registrant)

/s/ Reginald J. Chaney

Name: Reginald J. Chaney

Title: Assistant Corporate Secretary

Date: January 22, 2008

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99	Press Release dated January 22, 2008.

FOR IMMEDIATE RELEASE
January 22, 2008

NORFOLK SOUTHERN REPORTS FOURTH-QUARTER AND 2007 RESULTS

NS set the following fourth-quarter records:

- **Railway operating revenues reached \$2.5 billion.**
- **Income from railway operations rose 12 percent to \$686 million.**
- **Net income increased 4 percent to \$399 million.**
- **Diluted earnings per share climbed 7 percent to \$1.02.**

NS set the following records for the year:

- **Railway operating revenues increased \$25 million to \$9.4 billion.**
- **Income from railway operations rose \$28 million to \$2.6 billion.**
- **Diluted earnings per share increased 3 percent to \$3.68.**

NORFOLK, VA - Norfolk Southern Corporation (NYSE: NSC) today reported record fourth-quarter 2007 net income of \$399 million, an increase of 4 percent, compared with \$385 million for fourth-quarter 2006. Diluted earnings per share were \$1.02, up 7 percent, compared with the \$0.95 per diluted share earned in the fourth quarter of 2006. Net income for 2007 was \$1.5 billion, down 1 percent, compared with record net income for 2006. Diluted earnings per share increased 3 percent, or 11 cents, to \$3.68.

"I am pleased to report that Norfolk Southern delivered a strong financial performance in the fourth quarter in the face of economic headwinds and higher fuel costs," said CEO Wick Moorman. "While the economic picture remains uncertain, we are optimistic about our prospects for 2008 and beyond. We continue to invest in infrastructure development such as the Heartland Corridor to add capacity to our network for future growth, and we are confident in the value of rail as the best transportation choice for our customers."

Fourth-quarter railway operating revenues were a record \$2.5 billion, up 6 percent, compared with the same period a year earlier. Flat merchandise shipments, together with fewer coal and intermodal shipments, contributed to a three percent decline in traffic volume. For 2007, railway operating revenues improved by \$25 million to \$9.4 billion, slightly higher than 2006, and volumes declined 4 percent.

General merchandise revenues were \$1.4 billion, a fourth-quarter record, and an increase of 10 percent compared with the same period last year. These revenues included a contract volume settlement that had a favorable impact of \$26 million in the fourth quarter. General merchandise volumes were about even, compared with the fourth quarter of last year. For 2007, general merchandise revenues reached a record \$5.2 billion, a 2 percent increase over 2006, despite a 4 percent decline in volume.

Coal revenues improved 2 percent to \$601 million, a fourth-quarter record, but declined 1 percent to \$2.3 billion for the year, compared with the same periods of 2006. Traffic volume was down 5 percent in the quarter and declined 3 percent for the year compared with 2006 volumes.

Intermodal revenues were \$496 million, up 1 percent, compared with fourth-quarter 2006. For 2007, intermodal revenues were \$1.9 billion, down 3 percent, compared to last year. Traffic volume declined 4 percent in the quarter and for 2007 compared with the same periods of 2006.

Railway operating expenses were \$1.8 billion for the quarter, 4 percent higher compared with fourth-quarter 2006, largely due to increased fuel costs. For 2007, railway operating expenses of \$6.8 billion were about even with 2006.

Income from railway operations set records for both the fourth quarter and the year, climbing 12 percent to \$686 million in the quarter and increasing 1 percent to \$2.6 billion for the year, compared with 2006.

The fourth-quarter operating ratio improved by 1.5 percentage points to 72.0 percent, compared with the same quarter of 2006. For the year, the operating ratio was 72.6, down slightly from the year before.

Financial statements for the fourth quarter and for 2007 are attached to this news release, and the Quarterly Financial Review for the fourth quarter is posted on the NS Web site at www.nscorp.com under the Investors tab.

Norfolk Southern Corporation is one of the nation's premier transportation companies. Its Norfolk Southern Railway subsidiary operates approximately 21,000 route miles in 22 states and the District of Columbia, serving every major container port in the eastern United States and providing superior connections to western rail carriers. NS operates the most extensive intermodal network in the East and is North America's largest rail carrier of metals and automotive products.

Norfolk Southern contacts:

(Media) Frank Brown, 757-629-2714 (fsbrown@nscorp.com)

(Investors) Leanne Marilley, 757-629-2861 (leanne.marilley@nscorp.com)

Norfolk Southern Corporation and Subsidiaries
Consolidated Statements of Income
(Unaudited)
(\$ millions except per share)

	Three Months Ended December 31,	
	2007	2006
Railway operating revenues:		
Coal	\$ 601	\$ 592
General merchandise (note 1)	1,357	1,234
Intermodal	496	493
Total railway operating revenues	<u>2,454</u>	<u>2,319</u>
Railway operating expenses (note 2):		
Compensation and benefits	623	655
Purchased services and rents	396	401
Fuel	353	256
Depreciation	197	187
Materials and other	199	206
Total railway operating expenses	<u>1,768</u>	<u>1,705</u>
Income from railway operations	686	614
Other income - net	34	40
Interest expense on debt	<u>108</u>	<u>115</u>
Income before income taxes	612	539
Provision for income taxes:		
Current	107	120
Deferred	<u>106</u>	<u>34</u>
Total income taxes	<u>213</u>	<u>154</u>
Net income	<u>\$ 399</u>	<u>\$ 385</u>
Earnings per share:		
Basic	\$ 1.04	\$ 0.97
Diluted	\$ 1.02	\$ 0.95
Average shares outstanding (millions) (note 3):		
Basic	381.6	396.0
Diluted	389.9	404.3

Norfolk Southern Corporation and Subsidiaries
Consolidated Statements of Income
(Unaudited)
(\$ millions except per share)

	Years Ended December 31,	
	<u>2007</u>	<u>2006</u>
Railway operating revenues:		
Coal	\$ 2,315	\$ 2,330
General merchandise (note 1)	5,196	5,106
Intermodal	1,921	1,971
Total railway operating revenues	<u>9,432</u>	<u>9,407</u>

Railway operating expenses (note 2):		
Compensation and benefits	2,552	2,637
Purchased services and rents	1,551	1,578
Fuel	1,169	1,095
Depreciation	775	738
Materials and other	800	802
Total railway operating expenses	6,847	6,850
Income from railway operations	2,585	2,557
Other income - net	93	149
Interest expense on debt	441	476
Income before income taxes	2,237	2,230
Provision for income taxes:		
Current	648	757
Deferred	125	(8)
Total income taxes	773	749
Net income	\$ 1,464	\$ 1,481
Earnings per share:		
Basic	\$ 3.74	\$ 3.63
Diluted	\$ 3.68	\$ 3.57
Average shares outstanding (millions) (note 3):		
Basic	389.6	406.0
Diluted	397.8	414.7

Norfolk Southern Corporation and Subsidiaries
Consolidated Balance Sheets
(Unaudited)
(\$ millions)

	As of December 31,	
	<u>2007</u>	<u>2006</u>
Assets		
Current assets:		
Cash, cash equivalents and short-term investments	\$ 206	\$ 918
Accounts receivable - net	942	992
Materials and supplies	176	151
Deferred income taxes	190	186
Other current assets	161	153
Total current assets	1,675	2,400
Investments	1,974	1,755
Properties less accumulated depreciation	21,583	21,098
Other assets	912	775
Total assets	\$ 26,144	\$ 26,028
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 1,139	\$ 1,181

Income and other taxes	203	205
Other current liabilities	237	216
Current maturities of long-term debt	369	491
Total current liabilities	<u>1,948</u>	<u>2,093</u>
Long-term debt	5,999	6,109
Other liabilities	2,039	1,767
Deferred income taxes	6,431	6,444
Total liabilities	<u>16,417</u>	<u>16,413</u>
Stockholders' equity:		
Common stock \$1.00 per share par value	400	418
Additional paid-in capital	1,466	1,303
Accumulated other comprehensive loss	(399)	(369)
Retained income	8,280	8,283
	<u>9,747</u>	<u>9,635</u>
Less treasury stock at cost, 20,683,686 and 20,780,638 shares, respectively	(20)	(20)
Total stockholders' equity	<u>9,727</u>	<u>9,615</u>
Total liabilities and stockholders' equity	\$ <u>26,144</u>	\$ <u>26,028</u>

Norfolk Southern Corporation and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)
(\$ millions)

**Years Ended
December 31,**

	<u>2007</u>	<u>2006</u>
Cash flows from operating activities:		
Net income	\$ 1,464	\$ 1,481
Reconciliation of net income to net cash provided by operating activities:		
Depreciation	786	750
Deferred income taxes	125	(8)
Gains on properties and investments	(51)	(54)
Changes in assets and liabilities affecting operations:		
Accounts receivable	30	(60)
Materials and supplies	(25)	(19)
Other current assets	(17)	(11)
Current liabilities other than debt	38	38
Other - net	(17)	89
Net cash provided by operating activities	<u>2,333</u>	<u>2,206</u>
Cash flows from investing activities:		
Property additions	(1,341)	(1,178)
Property sales and other transactions	124	119
Investments, including short-term	(635)	(1,804)
Investment sales and other transactions	827	2,179
Net cash used for investing activities	<u>(1,025)</u>	<u>(684)</u>
Cash flows from financing activities:		
Dividends	(377)	(278)
Common stock issued - net	183	297
Purchase and retirement of common stock (note 3)	(1,196)	(964)
Proceeds from borrowings	250	--
Debt repayments	(489)	(339)
Net cash used for financing activities	<u>(1,629)</u>	<u>(1,284)</u>
Net increase (decrease) in cash and cash equivalents	(321)	238
Cash and cash equivalents:		
At beginning of year	<u>527</u>	<u>289</u>
At end of year	206	527
Short-term investments at end of year	<u>--</u>	<u>391</u>
Cash, cash equivalents and short-term investments at end of year	<u>\$ 206</u>	<u>\$ 918</u>
Supplemental disclosures of cash flow information		
Cash paid during the year for:		
Interest (net of amounts capitalized)	\$ 441	\$ 473
Income taxes (net of refunds)	\$ 603	\$ 692

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS:**1. CONTRACT SETTLEMENT**

Fourth quarter 2007 automotive revenue includes \$26 million related to a contract settlement.

2. RECLASSIFICATIONS

Prior year amounts have been reclassified to conform to current year presentation. Specifically, "Fuel" includes locomotive fuel and other fuel used in railway operations. Material, casualties and other claims, and other railway expenses have been combined into "Materials and other."

3. STOCK REPURCHASE PROGRAM

In March 2007, NS' Board of Directors amended the stock repurchase program that was authorized in November 2005 to increase the number of shares of NS common stock that may be repurchased from 50 million to 75 million. In addition, the authorization term was shortened from December 31, 2015 to December 31, 2010. During 2007, NS purchased and retired 23.6 million shares of common stock at a cost of \$1.2 billion. Since inception of this program, NS has purchased and retired 45.3 million shares at a total cost of \$2.2 billion.