

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>GOODE DAVID R</u> (Last) (First) (Middle) <u>THREE COMMERCIAL PLACE</u> (Street) <u>NORFOLK VA 23510-2191</u> (City) (State) (Zip)			<u>NORFOLK SOUTHERN CORP [NSC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2005</u>			<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chmn. & CEO & Dir.</u>		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/28/2005		M		3,109	A	\$32.1563	693,049	D	
Common Stock	09/28/2005		F		2,529	D	\$39.545	690,520	D	
Common Stock	09/28/2005		M		3,611	A	\$27.6875	694,131	D	
Common Stock	09/28/2005		F		2,529	D	\$39.545	691,602	D	
Common Stock	09/28/2005		M		5,904	A	\$16.9375	697,506	D	
Common Stock	09/28/2005		F		2,529	D	\$39.545	694,977	D	
Common Stock								13,335 ⁽¹⁾	I	By 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Option (granted 1998)	\$32.1563	09/28/2005		M ⁽²⁾		3,109 ⁽²⁾	02/02/1999	02/01/2008	Common Stock	3,109	(2)	246,891	D
Option (granted 1999)	\$27.6875	09/28/2005		M ⁽²⁾		3,611 ⁽²⁾	02/01/2000	01/31/2009	Common Stock	3,611	(2)	361,389	D
Option (granted 2000)	\$16.9375	09/28/2005		M ⁽²⁾		5,904 ⁽²⁾	01/31/2001	01/30/2010	Common Stock	5,904	(2)	194,096	D

Explanation of Responses:

1. Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of September 28, 2005, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trusted 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
2. Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt from Section 16b. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 plan).

Remarks:

D. M. Martin, via P.O.A. for
David R. Goode

09/29/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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