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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-1  
(Amendment No. 6)  
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 6 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 to add the following:  
(a) (37) Text of Advertisement appearing in newspapers commencing  
November 11, 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 12, 1996

NORFOLK SOUTHERN CORPORATION

By: /s/ JAMES C. BISHOP, JR.

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Name: James C. Bishop, Jr.  
Title: Executive Vice President-Law

ATLANTIC ACQUISITION CORPORATION

By: /s/ JAMES C. BISHOP, JR.

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Name: James C. Bishop, Jr.  
Title: Vice President and General Counsel

EXHIBIT INDEX

Exhibit Number	Description	Page
(a) (37)	Text of Advertisement appearing in newspapers commencing November 11, 1996.	

TO CONRAIL SHAREHOLDERS:

NORFOLK SOUTHERN'S  
NEW \$110, ALL CASH OFFER IS  
SUPERIOR IN EVERY RESPECT

COMPARE IT TO CSX'S FRONT-END LOADED, "CRAM DOWN" OFFER

NORFOLK SOUTHERN'S SUPERIOR OFFER \$110 per share.	CSX'S INFERIOR "CRAM DOWN" OFFER \$93.28 blended value per share.*
\$9.9 billion in consideration to Conrail shareholders (\$1.5 billion more than CSX's proposal).	\$8.4 billion in consideration for Conrail shareholders.*
100% cash. Up to 100% of the shares can be purchased through a voting trust mechanism in the near term.	60% stock/40% cash. Only 40% of the shares can be pur- chased through a voting trust mecha- nism in the near term.
No continued equity risk.	The value of the back-end stock will fluctuate with price of CSX stock, and there is no downside protection.
Consistent with the purpose that the Pennsylvania Fair Value Stat- ute was intended to achieve.	Exactly the kind of two-tiered, co- ercive offer that the Pennsylvania Fair Value Statute was intended to address.
Norfolk Southern assumes regula- tory risk.	Conrail shareholders assume regula- tory risk with respect to the back- end CSX shares -- 60% of CSX's con- sideration.
MAXIMIZES SHAREHOLDER VALUE.	DOES NOT MAXIMIZE SHAREHOLDER VALUE.

\*Based on the closing sale price of CSX common stock on November 7, 1996

HERE'S HOW YOU CAN HELP YOURSELF AND PROTECT YOUR CONRAIL INVESTMENT:

- (X) Tender into Norfolk Southern's superior offer. Don't tender into CSX's "cram down" offer.
- (X) 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.
- (X) Ask the Conrail Board why:
  - 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.
  - It isn't pursuing a course that takes into account the best interests of Conrail's shareholders.

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

[Norfolk Southern Logo]

November 11, 1996 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.