

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Adams Ann A</u>  (Last) (First) (Middle) <u>THREE COMMERCIAL PLACE</u>  (Street) <u>NORFOLK VA 23510</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/01/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORFOLK SOUTHERN CORP [ NSC ]</u>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP-Chief Transform. Officer</u>		5. 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 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock<sup>(1)</sup></u>	<u>4,704.5119</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Option (right to buy, granted 2013)<sup>(2)</sup></u>	<u>01/24/2017</u>	<u>01/23/2023</u>	<u>Common Stock</u>	<u>2,550</u>	<u>69.83</u>	<u>D</u>	
<u>Option (right to buy, granted 2014)<sup>(2)</sup></u>	<u>01/23/2018</u>	<u>01/22/2024</u>	<u>Common Stock</u>	<u>1,640</u>	<u>94.17</u>	<u>D</u>	
<u>Option (right to buy, granted 2015)<sup>(2)</sup></u>	<u>01/27/2019</u>	<u>01/26/2025</u>	<u>Common Stock</u>	<u>1,610</u>	<u>104.23</u>	<u>D</u>	
<u>Option (right to buy, granted 2016)<sup>(2)</sup></u>	<u>01/28/2020</u>	<u>01/27/2026</u>	<u>Common Stock</u>	<u>2,460</u>	<u>70.32</u>	<u>D</u>	
<u>Option (right to buy, granted 2017)<sup>(2)</sup></u>	<u>01/26/2021</u>	<u>01/25/2027</u>	<u>Common Stock</u>	<u>2,190</u>	<u>120.25</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(3)</sup></u>	<u>01/25/2020</u>	<u>01/25/2022</u>	<u>Common Stock</u>	<u>945<sup>(4)</sup></u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(3)</sup></u>	<u>01/26/2022</u>	<u>01/26/2022</u>	<u>Common Stock</u>	<u>570</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(3)</sup></u>	<u>01/27/2020</u>	<u>01/27/2020</u>	<u>Common Stock</u>	<u>340</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(3)</sup></u>	<u>01/28/2020</u>	<u>01/28/2020</u>	<u>Common Stock</u>	<u>910</u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(3)</sup></u>	<u>01/28/2020</u>	<u>01/28/2023</u>	<u>Common Stock</u>	<u>1,150<sup>(5)</sup></u>	<u>(3)</u>	<u>D</u>	
<u>Restricted Stock Units<sup>(3)</sup></u>	<u>01/28/2021</u>	<u>01/28/2021</u>	<u>Common Stock</u>	<u>500</u>	<u>(3)</u>	<u>D</u>	

Explanation of Responses:

1. At its meeting on March 26, 2019, the Corporation's Board of Directors elected the reporting person to her current position and designated her an "Executive Officer" for purposes of Section 16, effective April 1, 2019. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of her designation.
2. Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Incentive Plan.
3. Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Long-Term Incentive Plan. Each Unit is the economic equivalent of one share of Common Stock. These units will ultimately be satisfied in shares of Norfolk Southern Corporation Common Stock.
4. These Units will vest ratably in three annual installments.
5. These Units will vest ratably in four annual installments.

Remarks:

poaadams.txt

Denise W. Hutson via P.O.A.  
for Ann A. Adams 04/08/2019

\*\* 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

For Executing SEC Forms 3, 4, 5, and 144  
(and/or other similar reports)

Know all men by these presents, that I, the undersigned, hereby constitute and appoint each of the Corporate Secretary, the Assistant Corporate Secretary, and Manager Shareholder Services, signing singly, my true and lawful attorney-in-fact to:

(1) execute for and on my behalf SEC Forms 3, 4, 5, and 144 (including both amendments thereto and any and all other similar reports, however hereafter known, designated or identified) ("Report") in accordance with (a) Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (b) Rule 144, concerning securities of Norfolk Southern Corporation;

(2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete any such Report(s) and to effect the timely filing of such Report(s) with the United States Securities and Exchange Commission and with any authority, agency, exchange or other body as may be required, or thought advisable, by my attorney-in-fact; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of my attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, me, it being understood that the documents executed by my attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as my attorney-in-fact, in her or his sole discretion, may approve.

I hereby [1] grant to each and every of my attorneys-in-fact full power and authority to do and to perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I or any such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, and [2] ratify and confirm all that any of my attorneys-in-fact, or her or his substitute(s), lawfully shall do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I acknowledge that each and every of the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or with Rule 144.

Unless earlier revoked by me in a signed writing delivered to an attorney-in-fact, as to each such attorney-in-fact, this Power of Attorney shall remain in full force and effect (and shall survive, if necessary, my incapacity and/or death) until I no longer am required to file Report(s) with the Securities and Exchange Commission with respect to my reportable beneficial ownership, and any other holdings, of and transactions in securities of Norfolk Southern Corporation or pursuant to Rule 144.

IN WITNESS WHEREOF, I have executed this Power of Attorney as of this 1st day of April, 2019.

Ann A. Adams  
Printed/Typed Name