

NORFOLK SOUTHERN CORP  
Form 8-K  
January 25, 2011

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

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**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 25, 2011 (January 25, 2011)**

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

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**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)

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- [ ] 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 25, 2011, the Registrant issued a Press Release, attached hereto as Exhibit 99, reporting fourth quarter and full year results for 2010 and posted its Quarterly Financial Review - Fourth Quarter 2010 on its website, [www.nscorp.com](http://www.nscorp.com), under the "Financial Reports" section 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:

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b> |
|------------------------------|---------------------------|
|------------------------------|---------------------------|

|    |                                       |
|----|---------------------------------------|
| 99 | Press Release dated January 25, 2011. |
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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/ Howard D. McFadden

Name: Howard D. McFadden  
Title: Corporate Secretary

Date: January 25, 2011

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**EXHIBIT INDEX**

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b> |
|------------------------------|---------------------------|
|------------------------------|---------------------------|

