### Edgar Filing: LEER STEVEN F - Form 4

LEER STEVEN F Form 4									
Check this box if no longer subject to Section 16. Form 4 or Form 5 F	NITED STATES TATEMENT OF Filed pursuant to S tion 17(a) of the 30(h)	Was F CHAN Section 16 Public Uti	hington, l GES IN B SECURI 6(a) of the ility Holdi	D.C. 205 BENEFIC TIES Securition	<b>49</b> C <b>IAL OW</b> es Exchang	<b>NERSHIP OF</b> ge Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per	
(Print or Type Responses)									
1. Name and Address of F LEER STEVEN F	2. Issuer Name <b>and</b> Ticker or Trading Symbol NORFOLK SOUTHERN CORP [NSC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) CITYPLACE ONE, S		3. Date of (Month/Da 12/10/20	-	nsaction		X Director Officer (give below)		6 Owner er (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
ST. LOUIS, MO 631	41					Person	More than One Re	eporung	
(City) (State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned	
	any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)	
Common Stock			Code V	Amount	(D) Price	4,200	D		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Expiration Date U		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units-Def. Fee Plan	<u>(1)</u>	12/10/2005		A <u>(1)</u>	39	<u>(1)</u>	<u>(1)</u>	Common Stock	39	\$ 42.9 (1)
Deferred Stock Units	<u>(2)</u>	12/10/2005		A <u>(2)</u>	80	(2)	(2)	Common Stock	80	\$ 42.9 (2)

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
LEER STEVEN F CITYPLACE ONE, SUITE 300 ST. LOUIS, MO 63141	Х						
Signatures							
D. M. Martin, via P.O.A. for Stev Leer	ven F.	12/13/2005					
**Signature of Reporting Person		D	ate				

## **Explanation of Responses:**

- \* 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).

Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan in the form of a deemed reinvestment of dividends on deferred stock units held under the plan, calculated on the basis

(1) Deteried ree han in the form of a deened reinvestment of dividends on deferred stock units ned under the plan, calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.

Reports the number of deferred stock units credited to the reporting person's account in the Norfolk Southern Corporation Outside Directors' Deferred Stock Unit Program in the form of dividend equivalent payments on deferred stock units held under the plan,

(2) calculated on the basis of the market value of the company's common stock on the dividend payment date. These units ultimately will be satisfied in cash, not in shares of common stock, upon the reporting person's retirement or at such other time as may be elected under the terms of the plan.

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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