

NORFOLK SOUTHERN CORP  
Form 8-K  
August 16, 2012

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

---

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):  
August 16, 2012 (August 15, 2012)

NORFOLK SOUTHERN CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Virginia<br>(State or Other Jurisdiction<br>of Incorporation) | 1-8339<br>(Commission<br>File Number) | 52-1188014<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

|   |   |
|---|---|
| Three Commercial Place<br>Norfolk, Virginia<br>23510-9241<br>(Address of principal executive offices) | (757) 629-2680<br>(Registrant's telephone number, including<br>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)

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 8.01. Other Events

On August 15, 2012, the Registrant issued a press release announcing the pricing of its private exchange offers (the “Exchange Offers”) for its outstanding 7.050% Notes due 2037, 7.250% Notes due 2031, 7.800% Notes due 2027, 5.640% Notes due 2029, 5.590% Notes due 2025 and 9.000% Notes due 2021. On August 16, 2012, the Registrant issued a press release announcing the results of its Exchange Offers through 5:00 p.m., New York City time, on August 15, 2012 (which was the early exchange date in connection with the Exchange Offers). The Exchange Offers will expire at 11:59 p.m., New York City time, on August 29, 2012, unless extended by the Registrant. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2 and are hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description                          |
|----------------|--------------------------------------|
| 99.1           | Press release dated August 15, 2012. |
| 99.2           | Press release dated August 16, 2012. |

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIGNATURES

NORFOLK SOUTHERN CORPORATION  
(Registrant)

By: /s/ Howard D. McFadden  
Name: Howard D. McFadden  
Title: Corporate Secretary

Date: August 16, 2012

EXHIBIT INDEX

| Exhibit Number | Description                          |
|----------------|--------------------------------------|
| 99.1           | Press release dated August 15, 2012. |
| 99.2           | Press release dated August 16, 2012. |