### Edgar Filing: GOODE DAVID R - Form 4

GOODE DAVID F	ξ								
Form 4 December 13, 2004	1								
								PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5	<b>STATEME</b> Filed pursu	Estimated a burden hou	Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5						
See Instruction 1(b).	Section 17(a)		Utility Hold	ling Com	pany Act	of 1935 or Section	on		
(Print or Type Respons	es)								
1. Name and Address of Reporting Person <u>*</u> GOODE DAVID R			uer Name <b>and</b> l		-	5. Relationship of Reporting Person(s) to Issuer			
			FOLK SOU []	THERN (	CORP	(Check all applicable)			
(Last) (First) (Middle) THREE COMMERCIAL PLACE			e of Earliest Tr n/Day/Year) /2004	ansaction		X Director 10% Owner X Officer (give title Other (specify below) below) Chrmn. & CEO & Dir.			
(Street)			mendment, Da Aonth/Day/Year)	-		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NORFOLK, VA 2	23510-2191						More than One Re		
(City) (St	tate) (Z	<sup>(ip)</sup> T	able I - Non-D	erivative S	ecurities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code ar) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(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)		
Common Stock						599,084	D		
Common Stock						13,025 <u>(1)</u>	Ι	By 401(k) Plan	

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

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 control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transactio Code (Instr. 8)	5. Number of orDerivative6. Date Exercisable and Expiration DateSecurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	<u>(2)</u>	12/10/2004		A <u>(2)</u>	1,141.8784	(2)	(2)	Common Stock	1,141.87

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOODE DAVID R THREE COMMERCIAL PLACE NORFOLK, VA 23510-2191	Х		Chrmn. & CEO & Dir.				
Signatures							
D. M. Martin, via P.O.A. for David Goode	1 R.	12/13/2004					
**Signature of Reporting Person		Date					

### **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).

Represents the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of December 10, 2004, to have been credited to the reporting person's account in the Norfolk Southern

(1) Corporation Thrift and Investment Plan (TIP), a trusteed 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.

Reports the number of deferred stock units credited to the account of the reporting person on the basis of the market value of the Common(2) Stock on the dividend payment date as dividend equivalents on stock options awarded under the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan). These deferred units ultimately will be satisfied in cash, not in shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.