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NORFOLK SOUTHERN CORP Form 4 April 01, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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Filed By

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Section 16 Filer www.section16.net

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

					me and Tic Ithern Cor		Ре	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)				orting	ntification I 3 Person, voluntary)	Number	M	Statement for onth/Day/Year arch 31, 2003	10	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) Atlanta, GA 30303							Da	5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Г	able	I Non-D) erivati	Dispose	oosed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date,	3. Trans action ((Instr. 8 Code	Code	4. Securitie (A) or Disp <u>(Instr. 3, 4</u> Amount	posed of		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock									8,000	D		

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 4(b)(v).

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FORM 4 (continued)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially
	Owned
	(e.g., puts, calls, warrants, options, convertible securities)

			1 /	,	/ 1	,	,			
Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.
rivative	sion or	action	Deemed	Trans-	Derivative	and Expiration	Amount of	Derivative	Derivative	Owner-
urity I	Exercise	Date	Execution	action	Securities	Date	Underlying	Security	Securities	ship
7	Price of	1 '	Date,	Code	Acquired (A)	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form
str. 3)	Derivative	(Month/	if any	1	or Disposed of	Year)	(Instr. 3 & 4)		Owned	of Deriv-
ſ	Security	Day/	(Month/	(Instr.	(D)				Following	ative
	1		Day/	8)					Reported	Security:
	1	1 '	Year)		(Instr. 3, 4 & 5)				Transaction(s)	Direct
1	ivative urity tr. 3)	ivative sion or urity Exercise Price of tr. 3) Derivative Security	Title of ivative2. Conver- sion or Exercise3. Trans- actionurityExercise Price of DerivativeDate Datetr. 3)Derivative Security(Month/ Day/ Year)	ivative sion or action Deemed urity Exercise Date Execution Price of Date, ttr. 3) Derivative (Month/ if any Security Day/ (Month/ Year) Day/	Title of ivative2. Conver- sion or exercise3. Trans- action4.urityExercise Price of DerivativeDate Date, Date, CodeCodetr. 3)Derivative SecurityMonth/ Day/ Year)Instr.	Title of ivative2. Conver- 3. Trans- action3. Trans- 3A.4.5. Number of DerivativeurityExerciseDateExecution Date,Trans- actionDerivativeurityExerciseDateExecution Date,CodeAcquired (A) or Disposed oftr. 3)Derivative SecurityMonth/ Year)Instr. Day/ North/(D)	Vite of ivative2. Conver- action3. Trans- action3A. Deemed4. Trans- Derivative5. Number of Derivative6. Date Exercisable and ExpirationurityExercise Price of DerivativeDate Date, Date,Trans- CodeDerivative Acquired (A) or Disposed of B)6. Date Exercisable and Expirationtr. 3)Derivative Derivative SecurityMonth/ if any Day/ Month/ (Month/ (Instr. B)5. Number of Derivative Acquired (A) or Disposed of B)6. Date Exercisable and Expiration Date (Month/Day/ Year)	Vitle of ivative2. Conver- action3. Trans- Deemed3A.4.5. Number of Derivative6. Date Exercisable and Expiration7. Title and Amount ofurityExerciseDateExecution DateTrans- Date,Derivative CodeDateDateVitile and CodeMount of Underlyingtr. 3)Derivative Security(Month/ Far)If any Day/ Year)CodeCode Acquired (A) (D)(Month/Day/ Year)Securities (Instr. 3 & 4)	Vitle of ivative2. Conver- action3. Trans- Deemed4.5. Number of Derivative6. Date Exercisable and Expiration7. Title and Amount of8. Price of DerivativeurityExerciseDateExecution DateTrans- Derivative5. Number of Derivative6. Date Exercisable and Expiration7. Title and Amount of8. Price of Derivativetr. 3)Derivative SecurityDate, Date,Code CodeCode Acquired (A) or Disposed of Bay/ (Month/ Year)6. Date Exercisable and Expiration7. Title and Amount of Derivative Securitytr. 3)Derivative Pay/ Year)(Month/ Bay/ Bay/ Narry8.7. Title and Price of Date8. Price of Derivative (Month/ Kearry)	Title of ivative2. Conver- action3. Trans- Deemed3A.4.5. Number of Derivative6. Date Exercisable and Expiration7. Title and Amount of8. Price of Derivative9. Number of DerivativeurityExerciseDateExecutionExecutionCodeCodeAcquired (A) or Disposed of6. Date Exercisable and Expiration7. Title and Amount of8. Price of Derivative8. Price of Derivative9. Number of Derivativetr. 3)Derivative SecurityDate, Date,CodeAcquired (A) or Disposed of Year)(Month/Day/ Year)Securities (Instr. 3 & 4)8. Price of Derivative9. Number of Derivativetr. 3)Derivative Price of Derivative SecurityMonth/ (Instr.(Instr. (D)(Month/Day/ Year)Securities (Instr. 3 & 4)0. Number of Derivative Securitiestr. 3)Derivative Pay/ Year)(Month/ (Instr.(Instr. (D)(Month/Day/ Year)Securities (Instr. 3 & 4)8. Price of Price of (Instr. 3 & 4)

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		Code	V	(A)	` '	Exer-cisable	Expira- tion Date		Amount or Number of			(D) or Indirect (I)
	 								Shares			(Instr. 4)
Deferred Stock Units - Def.	03/31/03	A (1)		915.9482 <u>(1)</u>				Common Stock	915.9482	18.56 <u>(1)</u>	8,190.9602	D
Compensation												

Explanation of Responses:

(1) Reports the number of deferred stock units--on the basis of the market value of the Common Stock on the last trading day of each quarter--to have been credited to the reporting person's account in the Norfolk Southern Corporation Directors' Deferred Fee Plan. These deferred stock 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 Directors' Deferred Fee Plan.

By: /s/ <u>D. M. Martin</u> via Power of Attorney for Alston D. Correll **Signature of Reporting Person

<u>April 1, 2003</u>

**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.

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