

LIGHT HENRY D  
Form 4  
December 15, 2004

# FORM 4

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

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LIGHT HENRY D

2. Issuer Name and Ticker or Trading Symbol  
NORFOLK SOUTHERN CORP  
[NSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
THREE COMMERCIAL PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/13/2004

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President - Law

NORFOLK, VA 23510

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/13/2004                           |  | M                              | 412 A \$ 15.475   | 30,306  | D  |   |
| Common Stock                    | 12/13/2004                           |  | M                              | 5,095 A \$ 19.625   | 35,401  | D  |   |
| Common Stock                    | 12/13/2004                           |  | F                              | 3,010 D \$ 35.345   | 32,391  | D  |   |
| Common Stock                    |                                      |  |                                |   | 8,087 <sup>(1)</sup>  | I  | By 401(k) Plan  |
| Common Stock                    |                                      |  |                                |   | 16 <sup>(2)</sup>   | I  | Wife, Angelica Light                                  |

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Common Stock 990 <sup>(2)</sup> I Wife, Angelica Light (IRA)

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)

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (granted 2001)                      | \$ 15.475  | 12/13/2004                           |  | M <sup>(3)</sup>               | 412 <sup>(3)</sup>  | 01/29/2002 01/28/2011                                    | Common Stock  | 412                           |
| Option (granted 2003)                      | \$ 19.625  | 12/13/2004                           |  | M <sup>(3)</sup>               | 5,095 <sup>(3)</sup>  | 02/03/2004 02/02/2013                                    | Common Stock  | 5,095                         |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIGHT HENRY D  
THREE COMMERCIAL PLACE  
NORFOLK, VA 23510

Senior Vice President - Law

Signatures

D. M. Martin, via P.O.A. for Henry D. Light 12/15/2004

\*\*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 13, 2004, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- (1) Held by wife, Angelica Light. The inclusion of these shares in this report shall not be construed as an admission that the reporting person is the beneficial owner of these shares.
  - (2) Reflects exercise and resulting cancellation of stock option, in a single transaction, exempt under Rule 16b-3. The stock option was granted under the Long-Term Incentive Plan (a Rule 16b-3 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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