

Squires James A
Form 3
October 07, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â Squires James A | (Month/Day/Year) | NORFOLK SOUTHERN CORP [NSC] |
| (Last) (First) (Middle) | 10/01/2004 | |
| | | 4. Relationship of Reporting Person(s) to Issuer |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) |

THREE COMMERCIAL PLACE

(Check all applicable)

(Street)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Sr. V.P. - Law

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

NORFOLK, VA 23510

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 8,100 | D | Â |
| Common Stock | 808 ⁽²⁾ | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Option (granted 1998) <u>(3)</u> | 02/02/1999 | 02/01/2008 | Common Stock | 7,500 | \$ 32.1563 | D | Â |
| Option (granted 1999) <u>(3)</u> | 02/01/2000 | 01/31/2009 | Common Stock | 9,000 | \$ 27.6875 | D | Â |
| Option (granted 2000) <u>(3)</u> | 01/31/2001 | 01/30/2010 | Common Stock | 9,000 | \$ 16.9375 | D | Â |
| Option (granted 2001) <u>(3)</u> | 01/29/2002 | 01/28/2011 | Common Stock | 15,000 | \$ 15.475 | D | Â |
| Option (granted 2002) <u>(3)</u> | 01/28/2003 | 01/27/2012 | Common Stock | 15,000 | \$ 22.49 | D | Â |
| Option (granted 2003) <u>(3)</u> | 02/03/2004 | 02/02/2013 | Common Stock | 12,000 | \$ 19.625 | D | Â |
| Option (granted 2004) <u>(3)</u> | 01/31/2005 | 01/29/2014 | Common Stock | 13,000 | \$ 22.02 | D | Â |
| Stock Units (Deferred) <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 1,125.0657 <u>(4)</u> | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 5,400 <u>(5)</u> | \$ <u>(5)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Squires James A THREE COMMERCIAL PLACE NORFOLK, VA 23510 | Â | Â | Â Sr. V.P. - Law | Â |

Signatures

D. M. Martin via P.O.A. for J. A. Squires
10/07/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- At its meeting on September 28, 2004, the Corporation's Board of Directors elected the reporting person to his current position and
- (1) designated him an "Executive Officer" for purposes of Section 16, effective October 1, 2004. Accordingly, this Form 3 reports the reporting person's direct and indirect holdings of Common Stock and derivative securities on the effective date of his designation.
 - (2) 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 October 1, 2004, the last date on which a formal statement was available, to have been credited to the

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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.

- (3) Employee stock options (right to buy) granted under the Norfolk Southern Corporation Long-Term Investment Plan.

Reports the total number of Deferred Stock Units (Units) credited to the account of the reporting person under the Norfolk Southern

- (4) Corporation Long-Term Incentive Plan. In accordance with procedures applicable to all participants, these Units were credited on the common stock dividend payment date (most recently, September 10, 2004) on the basis of the market value of the Corporation's common stock on that date. These Units ultimately will be satisfied in cash and not in shares of stock.

- (5) Reports the total number of Restricted Stock Units granted to the reporting person under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These units ultimately will be satisfied in cash and not in shares of stock.

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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