

NORFOLK SOUTHERN CORP  
Form 8-K  
August 02, 2012

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

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**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 2, 2012 (August 1, 2012)**

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**NORFOLK SOUTHERN CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**1-8339**  
(Commission File  
Number)

**52-1188014**  
(IRS Employer  
Identification Number)

**Three Commercial Place  
Norfolk, Virginia**

**23510-9241**

(Address of principal executive offices)

**(757) 629-2680**  
(Registrant's telephone number,  
including 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Norfolk Southern issued a Press Release on August 1, 2012, announcing two personnel changes among its senior management team. The press release is attached hereto as Exhibit 99.1.

John P. Rathbone, formerly Executive Vice President Administration, was appointed Executive Vice President Finance and Chief Financial Officer. James A. Squires, formerly Executive Vice President Finance and Chief Financial Officer, was appointed Executive Vice President Administration. Both appointments were effective August 1, 2012.

Mr. Squires, 50, has been employed by Norfolk Southern since 1992, and he served as Executive Vice President Finance and Chief Financial Officer since July 1, 2007, until August 1, 2012, when he became Executive Vice President Administration. Prior thereto, he served as Executive Vice President Finance from April 1, 2007, until July 1, 2007 and Senior Vice President Financial Planning from 2006 to 2007.

Mr. Rathbone, 59, has been employed by Norfolk Southern since 1981 and he served as Executive Vice President Administration since 2004 until August 1, 2012, when he became Executive Vice President Finance and Chief Financial Officer.

Norfolk Southern confirms, as required by regulations under the Securities and Exchange Act of 1934, that (1) there is no family relationship between Mr. Rathbone and any director or executive officer of Norfolk Southern, (2) there was no arrangement or understanding between Mr. Rathbone and any other person pursuant to which he was elected to his position with Norfolk Southern, and (3) there is no transaction between Mr. Rathbone and Norfolk Southern that would require disclosure under Item 404(a) of Regulation S-K. No material plan, contract or arrangement (whether or not written) to which Mr. Rathbone is a party or a participant was entered into or materially amended in connection with his assuming the duties of Chief Financial Officer, and Mr. Rathbone did not receive any grant or award or any modification thereto, under any such plan, contract or arrangement in connection with such event.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is furnished as part of this Current Report on Form 8-K:

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>           |
|------------------------------|-------------------------------------|
| 99.1                         | Press Release dated August 1, 2012. |

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

SIGNATURES

**NORFOLK SOUTHERN CORPORATION**

(Registrant)

/s/ Howard D. McFadden

Name: Howard D. McFadden

Title: Corporate Secretary

Date: August 2, 2012

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**EXHIBIT INDEX**

| <b><u>Exhibit Number</u></b> | <b><u>Description</u></b>           |
|------------------------------|-------------------------------------|
| 99.1                         | Press Release dated August 1, 2012. |