

NORFOLK SOUTHERN CORP
Form 8-K
January 25, 2005

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES ACT OF 1934

Date of Report (Date of earliest event reported):

January 25, 2005

NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
Of incorporation)

1-8339
(Commission
File Number)

52-1188014
(IRS Employer
Identification No.)

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 Principal Officers; Election of Directors; Appointment of Principal Officers

On January 25, 2005, the Registrant issued a Press Release, attached hereto as an exhibit, announcing that the Board of Directors elected Charles W. Moorman to be a director, effective immediately. Mr. Moorman currently serves as President of the Corporation.

Registrant confirms, as required by regulations under the Securities and Exchange Act of 1934, that (1) there was no arrangement or understanding between Mr. Moorman and any other person pursuant to which he was elected as a director, and (2) there is no transaction between Mr. Moorman and Registrant that would require disclosure under Item 404(a) of Regulation S-K.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective January 25, 2005, the Board of Directors amended the Bylaws of Registrant to increase the number of directors from ten to eleven and elected Charles W. Moorman to fill the resulting vacancy. The amended Bylaws are attached hereto as an exhibit.

Pursuant to the requirements of the Securities and 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/ Dezora M. Martin

Name: Dezora M. Martin
Title: Corporate Secretary

Date: January 25, 2005

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 99 | Press Release dated January 25, 2005. |
| 99 | The Bylaws of Norfolk Southern Corporation, as amended January 25, 2005. |