

NORFOLK SOUTHERN CORP  
Form 8-K  
June 01, 2009

**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):  
**June 1, 2009 (June 1, 2009)**

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

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**Virginia**

**1-8339**

**52-1188014**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

**Three Commercial Place**

**(757) 629-2680**

**Norfolk, Virginia**

**23510-9241**

(Registrant's telephone number, including area code)

(Address of principal executive offices)

**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 1.01. Entry into a Material Definitive Agreement**

See description under Item 2.03

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant**

On June 1, 2009, the Registrant completed its offering of \$500,000,000 aggregate principal amount of its 5.90% Senior Notes due 2019 (the "Notes") pursuant to an Underwriting Agreement (the "Agreement") between the Registrant and Banc of America Securities LLC, Goldman, Sachs & Co. and Wachovia Capital Markets, LLC, as representatives of several underwriters. The Notes were sold pursuant to the Registrant's Automatic Shelf Registration Statement on Form S-3 (File No. 333-158240). The Agreement is filed herewith as Exhibit 10.1.

The Notes were issued pursuant to an Indenture dated as of June 1, 2009 (the "Base Indenture") between the Registrant and U.S. Bank Trust National Association, as trustee, as supplemented by the First Supplemental Indenture dated as of June 1, 2009 (the "First Supplemental Indenture" and, together with the Base Indenture, the "Indenture"). The Notes will pay interest semiannually at a rate of 5.90% per annum and will be redeemable, in whole or in part, at the Registrant's option, at any time and from time to time, at a redemption price payable in cash equal to the greater of: (i) 100% of the principal amount of the Notes being redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at a specified rate, plus in each case accrued and unpaid interest, if any, to, but not including, the redemption date. The Indenture contains negative covenants and events of default that are consistent with the provisions of the Registrant's existing indentures. The Base Indenture is filed herewith as Exhibit 4.1, the First Supplemental Indenture is filed herewith as Exhibit 4.2, and the description of the Indenture contained herein is qualified by reference thereto.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibits are filled as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
4.1	Indenture, dated as of June 1, 2009
4.2	First Supplemental Indenture, dated as of June 1, 2009
10.1	

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Underwriting Agreement, dated as of June 1, 2009

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

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Name: Howard D. McFadden  
Title: Corporate Secretary

Date: June 1, 2009

**EXHIBIT INDEX**

**Exhibit Number**

**Description**

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Indenture, dated as of June 1, 2009	
	4.2
First Supplemental Indenture, dated as of June 1, 2009	
	10.1
Underwriting Agreement, dated as of June 1, 2009	