

NORFOLK SOUTHERN CORP
Form SC 13G
February 12, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Norfolk Southern Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

655844108

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 655844108

Page 1 of 10 Pages

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc.

25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power

Number of

19,107,947
Shares 6) Shared Voting Power

Beneficially

Owned By

2,776
Each 7) Sole Dispositive Power

Reporting

955,702
Person 8) Shared Dispositive Power
With

591,354

9) Aggregate Amount Beneficially Owned by Each Reporting Person

19,280,156*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions ..

11) Percent of Class Represented by Amount in Row (9)

5.21

12) Type of Reporting Person (See Instructions)

HC

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc.

51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares 18,788,074

6) Shared Voting Power

Beneficially

Owned By

Each 2,776

7) Sole Dispositive Power

Reporting

Person 652,141

8) Shared Dispositive Power

With

591,354

9) Aggregate Amount Beneficially Owned by Each Reporting Person

18,934,730*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

..

11) Percent of Class Represented by Amount in Row (9)

5.11

12) Type of Reporting Person (See Instructions)

HC

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association

22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power

Number of

Shares	18,788,074
6) Shared Voting Power	

Beneficially

Owned By

Each	2,776
7) Sole Dispositive Power	

Reporting

Person	652,141
8) Shared Dispositive Power	
With	

591,354

9) Aggregate Amount Beneficially Owned by Each Reporting Person

18,934,730*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

..

11) Percent of Class Represented by Amount in Row (9)

5.11

12) Type of Reporting Person (See Instructions)

BK

* See the response to Item 6.

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

ADVISORport, Inc.

51-0391973

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of

Shares 2,894

6) Shared Voting Power

Beneficially

Owned By

-0-

Each

7) Sole Dispositive Power

Reporting

Person 2,894

8) Shared Dispositive Power

With

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

2,894

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

..

11) Percent of Class Represented by Amount in Row (9)

Less than 0.01

12) Type of Reporting Person (See Instructions)

IA

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1) Names of Reporting Persons

IRS Identification No. Of Above Persons

National City Bank

34-0420310

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) ..

b) ..

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5) Sole Voting Power

Number of

	316,979
Shares	6) Shared Voting Power

Beneficially

Owned By

	-0-
Each	7) Sole Dispositive Power

Reporting

Person	300,667
	8) Shared Dispositive Power
With	

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

342,532*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

..

11) Percent of Class Represented by Amount in Row (9)

0.09

12) Type of Reporting Person (See Instructions)

BK

* See the response to Item 6.

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Page 6 of 10 Pages

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

Allegiant Asset Management Company

38-2636152

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a) "

b) "

3) SEC USE ONLY

4) Citizenship or Place of Organization

Michigan

5) Sole Voting Power

Number of

Shares 19,605

6) Shared Voting Power

Beneficially

Owned By

Each -0-

7) Sole Dispositive Power

Reporting

Person 40,558

8) Shared Dispositive Power

With

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

40,558

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

"

11) Percent of Class Represented by Amount in Row (9)

Less than 0.01

12) Type of Reporting Person (See Instructions)

IA

- ITEM 1 (a) - NAME OF ISSUER:
Norfolk Southern Corporation
- ITEM 1 (b) - ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:
Three Commercial Place
Norfolk, Virginia 23510-2191
- ITEM 2 (a) - NAME OF PERSON FILING:
The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank, National Association;
ADVISORport, Inc.; National City Bank; and Allegiant Asset Management Company
- ITEM 2 (b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:
The PNC Financial Services Group, Inc. - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707
PNC Bancorp, Inc. - 300 Delaware Avenue, Suite 304, Wilmington, DE 19801
PNC Bank, National Association - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707
ADVISORport, Inc. 760 Moore Road, King of Prussia, PA 19406
National City Bank 1900 East Ninth Street, Cleveland, OH 44114
Allegiant Asset Management Company 1900 East Ninth Street, Cleveland, OH 44114
- ITEM 2 (c) - CITIZENSHIP:
The PNC Financial Services Group, Inc. - Pennsylvania
PNC Bancorp, Inc. - Delaware
PNC Bank, National Association - United States
ADVISORport, Inc. Delaware
National City Bank United States
Allegiant Asset Management Company - Michigan
- ITEM 2 (d) - TITLE OF CLASS OF SECURITIES:
Common
- ITEM 2 (e) - CUSIP NUMBER:
655844108
- ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:
- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
 - (b) ☒ Bank as defined in Section 3(a)(6) of the Exchange Act;
 - (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Exchange Act;

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- (d) " Investment Company registered under Section 8 of the Investment Company Act;
- (e) x An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) x A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group, in accordance with Rule 13d(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. "

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2008:

(a) Amount Beneficially Owned: 19,280,156 shares*

*See the response to Item 6.

(b) Percent of Class: 5.21

(c) Number of shares to which such person has:

(i) sole power to vote or to direct the vote 19,107,947

(ii) shared power to vote or to direct the vote 2,776

(iii) sole power to dispose or to direct the disposition of 955,702

(iv) shared power to dispose or to direct the disposition of 591,354

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Of the total shares of Common Stock reported herein, 18,934,730 shares are held in accounts at PNC Bank, National Association in a fiduciary capacity.

Of the total shares of Common Stock reported herein, 301,974 shares are held in accounts at National City Bank in a fiduciary capacity.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

ADVISORport, Inc. IA (indirect wholly owned subsidiary of The PNC Financial Services Group, Inc.)

National City Bank BK (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

Allegiant Asset Management Company IA (wholly owned subsidiary of National City Bank)

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

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ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2009
Date

By: /s/ Joseph C. Guyaux
Signature - The PNC Financial Services Group, Inc.
Joseph C. Guyaux, President
Name & Title

February 12, 2009
Date

By: /s/ Leigh D. Lament
Signature ADVISORport, Inc.
Leigh D. Lament, Chief Compliance Officer
Name & Title

February 12, 2009
Date

By: /s/ Maria C. Schaffer
Signature - PNC Bancorp, Inc.
Maria C. Schaffer, Executive Vice President
Name & Title

February 12, 2009
Date

By: /s/ Janice K. Henderson
Signature National City Bank
Janice K. Henderson, Officer
Name & Title

February 12, 2009
Date

By: /s/ Joseph C. Guyaux
Signature - PNC Bank, National Association
Joseph C. Guyaux, President
Name & Title

February 12, 2009
Date

By: /s/ Janice K. Henderson
Signature Allegiant Asset Management Company
Janice K. Henderson, Director
Name & Title

EXHIBIT A

AGREEMENT

February 12, 2009

The undersigned hereby agree to file a joint statement on Schedule 13G under the Securities and Exchange Act of 1934, as amended (the "Act") in connection with their beneficial ownership of common stock issued by Norfolk Southern Corporation.

Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(b) of the Act.

Each of the undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but none is responsible for the completeness or accuracy of the information concerning the others.

This Agreement applies to any amendments to Schedule 13G.

&nb