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NORFOLK SOUTHERN CORP
Form S-8
November 01, 2002

As filed with the Securities and Exchange Commission on November 1, 2002
Registration No. 333-

FORM S-8

SECURITIES AND EXCHANGE COMMISSION

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NORFOLK SOUTHERN CORPORATION

(Exact name of issuer as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

52-1188014
(I.R.S. Employer
Identification No.)

Three Commercial Place
Norfolk, Virginia
(Address of Principal Executive Offices)

23510-2191
(Zip Code)

THOROUGHbred RETIREMENT INVESTMENT PLAN
OF NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY COMPANIES
(Full title of the plan)

HENRY D. LIGHT, Esquire
Senior Vice President - Law
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(757) 629-2772

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share* | Proposed maximum aggregate offering price* | Amount of registration fee |
|--------------------------------------|-------------------------|--|--|----------------------------|
| Norfolk Southern Corporation | 6,000,000 shares | \$20.40 | \$122,400,000.00 | \$11,260.80 |

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Common Stock
\$1.00 par value

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

*Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457 (c) and (h), based upon a price of \$20.40 per share for 6,000,000 shares of Common Stock issued under the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies, such price being the average of the high and low prices of the Common Stock reported in the consolidated reporting system on October 29, 2002, a date within five business days prior to the date of filing this Registration Statement.

NOTE: Pursuant to Rule 429, the Prospectus which relates to this Registration Statement contains all of the information which would currently be required in a prospectus relating to the securities covered by Registration Statement No. 333-78939.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

This Registration Statement is solely for the registration of additional Norfolk Southern Corporation Common Stock for issuance under the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies ("Plan"). Therefore, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement relating to the Plan (File No. 333-78939), including all post-effective amendments thereto, are incorporated by reference into this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

An opinion has been rendered to the Corporation by Joseph C. Dimino, Esquire, Senior General Counsel to the Corporation, stating that any shares of Common Stock when issued and delivered for the purposes described in the Plan will be duly authorized, legally issued and fully paid and nonassessable. As of October 31, 2002, Mr. Dimino was the beneficial owner, either directly or indirectly, of approximately 6,721 shares of Common Stock. Also, as of October 31, 2002, Mr. Dimino held unexercised options to purchase 93,500 shares of Common Stock and 15,000 Performance Share Units.

Item 8. Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 5 | (i) Opinion of Joseph C. Dimino, Esquire, regarding the legality of the securities being registered |

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- (ii) The Registrant undertakes that it has submitted or will submit the plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the plan

23 Consents of Independent Auditors; Counsel:

- (a) Consent of KPMG LLP
- (b) Consent of KPMG LLP and Ernst & Young LLP
- (c) Consent of Joseph C. Dimino, Esquire, is contained in his opinion filed as Exhibit 5 to the Registration Statement

24 Power of Attorney

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Norfolk Southern Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, and Commonwealth of Virginia, on this 1st day of November, 2002.

NORFOLK SOUTHERN CORPORATION

By: /s/ Dezora M. Martin
(Corporate Secretary)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on this 1st day of November, 2002, by the following persons in the capacities indicated.

Signature

Title

David R. Goode*

Chairman, President and Chief
Executive Officer and Director
(Principal Executive Officer)

/s/ Henry C. Wolf
Henry C. Wolf

Vice Chairman and Chief Financial
Officer(Principal Financial Officer)

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| | |
|---------------------------|--|
| John P. Rathbone* | Senior Vice President and Controller (Principal Accounting Officer) |
| Gerald L. Baliles* | Director |
| Carroll A. Campbell, Jr.* | Director |
| Gene R. Carter* | Director |
| Alston D. Correll* | Director |
| Landon Hilliard* | Director |
| Steven F. Leer* | Director |
| Jane Margaret O'Brien* | Director |
| Harold W. Pote* | Director |
| J. Paul Reason* | Director |

*By: /s/ Henry D. Light
(Henry D. Light) Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the managers (persons who administer the employee benefit plan) of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norfolk, Commonwealth of Virginia, on this 1st day of November, 2002.

THOROUGHbred RETIREMENT INVESTMENT
PLAN OF NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY
COMPANIES

By /s/ Henry C. Wolf
(Henry C. Wolf, Manager)

By /s/ James A. Hixon, Manager

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(James A. Hixon, Manager)

By /s/ Thomas H. Mullenix, Jr.
(Thomas H. Mullenix, Jr., Manager)

INDEX TO EXHIBITS

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