

NORFOLK SOUTHERN CORP  
Form 8-K  
November 22, 2006

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):  
November 22, 2006 (November 21, 2006)

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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**

**(757) 629-2680**  
(Registrant's telephone number, including  
area code)

**23510-9241**  
(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))

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

On November 21, 2006, the Compensation Committee of the Norfolk Southern Corporation Board of Directors approved the Form of 2007 Award Agreement under the Norfolk Southern Corporation Long-Term Incentive Plan. The Form of 2007 Award Agreement is attached hereto as an exhibit. Under the Executive Management Incentive Plan and Management Incentive Plan, the Committee adopted pretax net income and operating ratio as the performance criteria used for determining bonuses payable in 2008 for the 2007 incentive year.

**Item 9.01. Financial Statements and Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99	Form of Norfolk Southern Corporation Long-Term Incentive Plan, 2007 Award Agreement

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/ Dezora M. Martin

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Name: Dezora M. Martin  
Title: Corporate Secretary

Date: November 22, 2006

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99	Form of Norfolk Southern Corporation Long-Term Incentive Plan, 2007 Award

Agreement