

NORFOLK SOUTHERN CORP  
Form 8-K  
July 28, 2005

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**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 ACT OF 1934

Date of Report (Date of earliest event reported):

July 28, 2005 (July 26, 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)

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

Effective July 26, 2005, the Board of Directors amended the Bylaws of Registrant to permit the lead director to call a meeting of the Board of Directors and to preside over meetings of the outside directors. 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.

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SIGNATURES

**NORFOLK SOUTHERN CORPORATION**  
(Registrant)

/s/ Dezora M. Martin

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Name: Dezora M. Martin  
Title: Corporate Secretary

Date: July 28, 2005

**EXHIBIT INDEX**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 99                    | The Bylaws of Norfolk Southern Corporation, as amended July 26, 2005. |