

NORFOLK SOUTHERN CORP  
Form 8-K  
October 25, 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):  
October 25, 2006 (October 25, 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))

**Item 2.02. Results of Operations and Financial Condition and**

**Item 7.01. Regulation FD Disclosure**

On October 25, 2006, the Registrant issued a press release, attached hereto as Exhibit 99. The press release, which reports third quarter results, includes a non-GAAP financial measure, as defined by SEC Regulation G, in the last sentence of the third paragraph, which is reconciled verbally within the release. Specifically, the release excludes the effects of Ohio tax legislation from net income and diluted earnings per share for the first nine months of 2005 for the purposes of comparing it to net income and diluted earnings per share for the first nine months of 2006. This measure should be considered in addition to, not as a substitute for, net income and diluted earnings per share reported in accordance with U.S. Generally Accepted Accounting Principles. Management believes that net income and diluted earnings per share excluding this item may be more indicative of operating results for comparison to prior periods and to other companies and it intends to use this non-GAAP financial measure for comparison purposes at its analysts' meeting scheduled today and in future comparisons to the second quarter of 2005.

**Item 9.01. Financial Statements and Exhibits**

| <u>Exhibit Number</u> | <u>Description</u>                    |
|-----------------------|---------------------------------------|
| 99                    | Press Release dated October 25, 2006. |

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: October 25, 2006

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**EXHIBIT INDEX**

| <u>Exhibit Number</u> | <u>Description</u>                    |
|-----------------------|---------------------------------------|
| 99                    | Press Release dated October 25, 2006. |