

NORFOLK SOUTHERN CORP
Form 8-K
September 19, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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):
September 19, 2011 (September 12, 2011)

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 Number)

**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)

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 8.01. Other Events

On July 27, 2011, the Company filed a Motion to Dismiss the shareholder derivative action brought by Lawrence Treppel ("Plaintiff") on behalf of the Company, styled *Treppel v. Reason, et al.*, and pending before the U.S. District Court for the Eastern District of Virginia (the "Court"), Case No. 2:11-cv-00384-MSD-DEM (the "Action"). The Company's Motion to Dismiss was based on the Board of Directors' Special Litigation Committee's conclusion that maintenance of the litigation was not in the best interest of the Company. On August 19, 2011, Plaintiff filed a Consented to Motion for Dismissal of Derivative Action ("Plaintiff's Dismissal Motion").

Pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, the Company hereby gives notice that on September 12, 2011, the Court entered an order (the "Order") granting Plaintiff's Dismissal Motion. The Order provides, among other things, that Plaintiff is dismissed immediately from the Action with prejudice, and that the Action will otherwise be dismissed without prejudice as to the Company and its shareholders unless another Norfolk Southern Corporation shareholder within thirty (30) days of the Order's entry intervenes and demonstrates that this Action should not be dismissed. The Company's Motion to Dismiss will remain pending until the thirty days have expired. The Court's Order is filed herewith as Exhibit 99.1.

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|------------------------------------------|
| 99.1 | Court's Order, dated September 12, 2011. |

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/ Howard D. McFadden

Name: Howard D. McFadden

Title: Corporate Secretary

Date: September 19, 2011

EXHIBIT INDEX

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