

NORFOLK SOUTHERN CORP
Form 8-K
May 15, 2012

**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):
May 15, 2012 (May 10, 2012)

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**

(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 5.07. Submission of Matters to a Vote of Security Holders.

Norfolk Southern Corporation's Annual Meeting of Shareholders was held on Thursday, May 10, 2012. The following persons were elected to the Board of Directors for a term of one year:

| | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> |
|---------------------|-------------|----------------|----------------|
| Gerald L. Baliles | 225,607,649 | 7,207,514 | 707,195 |
| Erskine B. Bowles | 224,860,445 | 7,861,547 | 800,367 |
| Robert A. Bradway | 231,008,033 | 1,770,587 | 743,739 |
| Wesley G. Bush | 230,801,323 | 1,967,014 | 754,021 |
| Daniel A. Carp | 226,884,129 | 5,827,211 | 811,018 |
| Karen N. Horn | 210,206,445 | 22,433,477 | 882,437 |
| Steven F. Leer | 222,617,084 | 10,155,307 | 749,968 |
| Michael D. Lockhart | 231,194,697 | 1,572,071 | 755,590 |
| Charles W. Moorman | 226,144,004 | 6,614,200 | 764,154 |
| J. Paul Reason | 230,773,855 | 2,010,033 | 738,471 |

Shareholders ratified the appointment of KPMG LLP as Norfolk Southern's independent registered public accounting firm for 2012. Stockholders cast 237,398,669 votes for the appointment, 3,331,562 votes against the appointment and abstained from casting 705,434 votes on the appointment of the independent registered public accounting firm.

Shareholders approved, on an advisory basis, the compensation of the Company's Named Executive Officers. Stockholders cast 216,958,959 votes for the approval, 14,807,513 votes against the approval, and abstained from casting 1,755,887 votes on the approval of the compensation of the Company's Named Executive Officers.

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 McFadden

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Name: Howard McFadden
Title: Corporate Secretary

Date: May 15, 2012