

NORFOLK SOUTHERN CORP
Form 8-K
August 17, 2004

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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):

August 17, 2004

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)

Item 5. Other Events, and
Item 9. Regulation FD Disclosure.

On August 16, 2004, the Registrant issued a Press Release, attached hereto as Exhibit 99, announcing that it has commenced an offer to exchange new unsecured Norfolk Southern debt securities for certain of its existing unsecured debt securities.

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.

SIGNATURES

NORFOLK SOUTHERN CORPORATION
(Registrant)

/s/ Dezora M. Martin

Name: Dezora M. Martin
Title: Corporate Secretary

Date: August 17, 2003

EXHIBIT INDEX

Exhibit
Number Description

99 Press Release, issued by the Registrant on August 16, 2004, announcing that it has commenced an offer to exchange new unsecured Norfolk Southern debt securities for certain of its existing unsecured debt securities.