

MCCLELLAN JAMES W  
Form 4  
February 05, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By  
Romeo and Dye's  
Section 16 Filer  
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
McClellan, James W.			Norfolk Southern Corporation (NSC)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		<input checked="" type="checkbox"/> Senior V.P. - Planning			
Three Commercial Place										
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Norfolk, VA 23510										
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/03		A <sup>(1)</sup>		3,405	A			D	
Common Stock	02/03/03		A <sup>(5)</sup>		12,000	A		34,184 <sup>(2)</sup>	D	
Common Stock								7,161	I <sup>(7)</sup>	Wife, JoAnne C. McClellan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number of Derivative Securities	6. Date Exercisable and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative	10. Ov
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	shi Fo of ati Sec Dis (D or Inc (I (In
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			
Option (right to buy) granted 2003	19.625	02/03/03		A <sup>(3)</sup>		30,000		02/03/04	02/02/13	Common Stock	30,000		30,000	
Stock Units (Deferred)		02/03/03 <sup>(4)</sup>		D		3,321.6670 <sup>(4)</sup>		02/03/03	02/03/03	Common Stock	3,321.6670	<sup>(4)</sup>	7897.9134	
Restricted Stock Units		02/03/03		A <sup>(6)</sup>		8,000 <sup>(6)</sup>				Common Stock	8,000	<sup>(6)</sup>	8,000	

Explanation of Responses:

- (1) Represents shares earned by the reporting person under the formula-based performance share feature of the Corporation's Long-Term Incentive Plan (a Rule 16b-3 plan).
- (2) Includes 7,659 shares, the approximate number of whole shares of Common Stock estimated -- on the basis of the unit accounting system used by the Plan Administrator -- as of January 31, 2003, the last date on which a formal statement was available, to have been credited to the reporting person's account in the Norfolk Southern Corporation Thrift and Investment Plan (TIP), a trustee 401(k) plan. In accordance with TIP's terms applicable to all participants, acquisitions were made at various times and at various prices.
- (3) Reports the grant to the reporting person of option to purchase 30,000 shares of common stock under the Norfolk Southern Corporation Long-Term Incentive Plan (a Rule 16b-3 plan).
- (4) Reports cash payment to the reporting person of deferred stock units based on the Fair Market Value of the Common Stock on February 3, 2003.
- (5) The reporting person was awarded 12,000 shares of restricted stock under the Long-Term Incentive Plan (a Rule 16b-3 plan) on February 3, 2003. These shares will be distributed to the reporting person on the earlier of expiration of the restriction period or February 3, 2006.
- (6) Reports the number of Restricted Stock Units, exempt under Section 16b(3), granted and credited to the account of the reporting person on February 3, 2003, under the terms of the Norfolk Southern Corporation Restricted Stock Unit Plan. These Units ultimately will be satisfied in cash, not in shares of common stock, upon expiration of the restricted period or on February 3, 2006, whichever is earlier.
- (7) Held by wife, JoAnne C. McClellan. The inclusion of these shares in this report shall not be construed as an admission that the reporting person is the beneficial owner of these shares.

By: /s/ **Dezora M. Martin**  
**Via POA for James W. McClellan**  
 \*\*Signature of Reporting Person

**02/04/03**  
 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

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