

NORFOLK SOUTHERN CORP  
Form 8-K  
May 13, 2014

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):

May 13, 2014 (May 8, 2014)

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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  
23510-9241  
(Address of principal executive  
offices)

(757) 629-2680  
(Registrant's telephone number, including area  
code)

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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 Stockholders was held on Thursday, May 8, 2014. The following persons were elected to the Board of Directors for a term of one year:

|                     | FOR         | AGAINST    | ABSTAIN   |
|---------------------|-------------|------------|-----------|
| Thomas D. Bell, Jr. | 212,127,342 | 1,737,407  | 953,173   |
| Erskine B. Bowles   | 209,119,162 | 4,740,715  | 958,046   |
| Robert A. Bradway   | 210,952,412 | 2,791,832  | 1,073,679 |
| Wesley G. Bush      | 212,184,935 | 1,593,783  | 1,039,204 |
| Daniel A. Carp      | 210,775,517 | 3,059,405  | 983,001   |
| Karen N. Horn       | 193,521,123 | 20,229,023 | 1,067,776 |
| Steven F. Leer      | 206,839,757 | 6,968,812  | 1,009,354 |
| Michael D. Lockhart | 212,336,516 | 1,391,775  | 1,089,632 |
| Amy W. Miles        | 211,147,579 | 2,751,929  | 918,415   |
| Charles W. Moorman  | 206,620,097 | 4,456,830  | 3,740,997 |
| Martin H. Nesbitt   | 211,967,441 | 1,879,497  | 970,986   |
| James A. Squires    | 210,060,761 | 3,893,949  | 863,213   |
| John R. Thompson    | 211,731,663 | 2,091,686  | 994,574   |

Stockholders ratified the appointment of KPMG LLP as Norfolk Southern's independent registered public accounting firm for 2014. Stockholders cast 256,796,575 votes for the appointment; 2,451,817 votes against the appointment; and abstained from casting 901,117 votes on the appointment of the independent registered public accounting firm.

Stockholders approved, on an advisory basis, the compensation of the Corporation's Named Executive Officers. Stockholders cast 202,353,345 votes for the approval; 7,673,087 votes against the approval; and abstained from casting 4,791,489 votes on the approval of the compensation of the Corporation's Named Executive Officers.

The stockholder proposal recommending an independent chair of the board of directors was not presented at the meeting, so no action was taken on the proposal.

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/ William A. Galanko

Name: William A. Galanko  
Title: Vice President, Law

Date: May 13, 2014

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