



TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	1/25/2020	Earnout of Restricted Stock Units	Norfolk Southern Corporation Common Stock	669	8/11/2020	Cash
Common	1/27/2020	Earnout of Restricted Stock Units	Norfolk Southern Corporation Common Stock	476	8/11/2020	Cash
Common	1/28/2020	Earnout of Restricted Stock Units	Norfolk Southern Corporation Common Stock	643	8/11/2020	Cash

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Merrill Lynch - Nelson Rietano Group 1152 15th Street, NW, Suite 6000 Washington, DC 20005	Norfolk Southern Corporation Common Stock	6/5/2020	8,918	\$1,739,195.95
Merrill Lynch - Nelson Rietano Group 1152 15th Street, NW, Suite 6000 Washington, DC 20005	Norfolk Southern Corporation Common Stock	6/2/2020	10,080	\$1,844,216.70

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

August 11, 2020  
/s/ Denise W. Hutson as POA for Michael J. Wheeler

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

IF RELYING ON RULE 10b5-1

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)