

NORFOLK SOUTHERN CORP
Form 11-K
June 22, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934 for the fiscal year end DECEMBER 31, 2017

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934 for the transition period from _____ to _____

Commission file number 1-8339

A. Full title of the Plan and the address of the plan, if different from that of the issuer named below:

THRIFT AND INVESTMENT PLAN OF
NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY COMPANIES

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NORFOLK SOUTHERN CORPORATION
Three Commercial Place
Norfolk, VA 23510

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Thrift and Investment Plan of
Norfolk Southern Corporation and Participating Subsidiary Companies

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Report of Independent Registered Public Accounting Firm

To the Plan Participants and the Board of Managers
Thrift and Investment Plan of Norfolk Southern Corporation
and Participating Subsidiary Companies:

Opinion on the Financial Statements

We have audited the accompanying statements of assets available for benefits of the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (the Plan) as of December 31, 2017 and 2016, the related statement of changes in assets available for benefits for the year ended December 31, 2017, and the related notes and schedule (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the assets available for benefits of the Plan as of December 31, 2017, and 2016, and the changes in assets available for benefits for the year ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Accompanying Supplemental Information

The supplemental information in the accompanying schedule of the Plan (Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2017) has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated in all material respects, in relation to the financial statements as a whole.

/s/ KPMG LLP
KPMG LLP

We have served as the Plan's auditor since 1983.

Norfolk, Virginia

June 22, 2018

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Thrift and Investment Plan of
Norfolk Southern Corporation and Participating Subsidiary Companies
Statements of Assets Available for Benefits

| | December 31, | |
|--|-------------------|-------------|
| | 2017 | 2016 |
| | (\$ in thousands) | |
| Assets | | |
| Investments at fair value | \$839,557 | \$714,150 |
| Plan interest in Master Trust for Norfolk Southern Corporation common stock at fair value | 316,621 | 294,381 |
| Total investments | 1,156,178 | 1,008,531 |
| Notes receivable from participants | 14,851 | 15,909 |
| Assets available for benefits | \$1,171,029 | \$1,024,440 |

See accompanying notes to financial statements.

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Thrift and Investment Plan of
 Norfolk Southern Corporation and Participating Subsidiary Companies
 Statement of Changes in Assets Available for Benefits

| | Year ended December 31, 2017 (\$ in thousands) |
|---|---|
| Investment income | |
| Net appreciation in fair value of investments | \$98,943 |
| Net increase in plan interest in Master Trust for Norfolk Southern Corporation common stock | 93,602 |
| Dividends | 17,564 |
| Interest | 1,823 |
| Total investment income | 211,932 |
| Interest on notes receivable from participants | 652 |
| Contributions | |
| Employee contributions | 31,743 |
| Employer contributions | 12,732 |
| Assets transferred in from Thoroughbred Retirement Investment Plan | 1,581 |
| Total contributions | 46,056 |
| Distributions | |
| Benefits paid | 138,062 |
| Administrative expenses | 728 |
| Total distributions | 138,790 |
| Net increase in assets available for benefits | 119,850 |
| Assets transferred in from T Companies 401(k) Plan | 26,739 |
| Assets available for benefits | |
| Beginning of year | 1,024,440 |
| End of year | \$1,171,029 |

See accompanying notes to financial statements.

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Thrift and Investment Plan of
Norfolk Southern Corporation and Participating Subsidiary Companies
Notes to Financial Statements

The following Notes are an integral part of the Financial Statements.

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on an accrual basis.

The Thrift and Investment Plan of Norfolk Southern Corporation (NS) and Participating Subsidiary Companies (the Plan) meets the definition of a defined-contribution employee benefit plan under the Employee Retirement Income Security Act of 1974, as amended (ERISA), and is thus subject to the reporting and disclosure, participation and vesting, fiduciary responsibility, and administration and enforcement provisions of Title I of ERISA. As an individual account plan, however, the Plan is not subject to the funding provisions of Title I or to the benefit guaranty provisions of Title IV of ERISA.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Changes in facts and circumstances may result in revised estimates.

Investments

The presentation of investments at fair value in the accompanying financial statements of the Plan is required by and in accordance with GAAP. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Notes Receivable from Participants

Participant loans are classified as notes receivable from participants, and are measured at their unpaid principal balance plus any accrued but unpaid interest. The Form 5500 presents participant loans as an investment.

Revenue Recognition

Unrealized and realized appreciation and depreciation in the fair value of investments are recognized in the financial statements in the periods in which such changes occur. Security transactions are accounted for on the trade date (the date that the order to buy or sell is executed). Interest is accrued when it is earned. Dividend income is recorded on the ex-dividend date.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

New Accounting Pronouncement

In February 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-06, "Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) Employee Benefit Plan Master Trust Reporting." This update clarifies presentation requirements and provides more detailed disclosures for a plan's interest in a Master Trust. The ASU is effective January 1, 2019. The Plan has not adopted the standard early.

2. Plan Description

The following is a brief discussion of the Plan in effect during 2017 and not the complete text of the plan document. Participants should refer to the plan document for more complete information. Capitalized terms used but not defined herein are defined in the plan document.

General Information

The Plan was established effective June 1, 1982, by the Board of Directors of NS.

The purpose of the Plan is to encourage retirement savings among eligible employees. Generally, Nonagreement Employees of NS or any participating subsidiary company are automatically enrolled to become a participant of the Plan (Member) upon employment unless the employee opts out of participation.

The Plan is intended to be a cash or deferred arrangement described in Section 401(k) of the Internal Revenue Code (Code). A portion of the Plan is intended to be an employee stock ownership plan (ESOP) within the meaning of Section 4975(e)(7) of the Code. The ESOP is designed to invest primarily in NS common stock (NS stock), which is a qualifying security within the meaning of Sections 409(1) and 4975(e)(8) of the Code.

The Plan is administered by a Board of Managers (Managers), the members of which are appointed by the Chief Executive Officer of NS. However, the Plan designates the Benefits Investment Committee, consisting of NS' Chief Financial Officer, Chief Legal Officer, and Chief Human Resources Officer, as responsible for choosing the Plan's investment options and monitoring the continued appropriateness of those investment options. The Managers and members of the Benefits Investment Committee receive no remuneration with respect to their service in such capacity. The Vanguard Fiduciary Trust Company is the Plan's independent trustee, and The Vanguard Group, Inc. is the Plan's record keeper.

Effective January 1, 2017, the T Companies 401(k) Plan was merged into the Plan. The T Companies 401(k) Plan is comprised of the NS wholly-owned subsidiaries of Thoroughbred Direct Intermodal Services, Inc., Transworks Company, Transworks of Indiana, Inc., and Triple Crown Services Company. Assets transferred into the Plan as a result of this merger were approximately \$26.7 million, including \$26.5 million of investments and \$0.2 million of participant loans.

Pre-Tax, Roth, Matching, Discretionary and Rollover Contributions Accounts

Separate accounts (Accounts) are maintained for each type of contribution made under the Plan. The Plan allocates earnings or losses on the investments to Members' Accounts based on their investment in each investment option.

A Member may elect that NS withhold and contribute to the Plan from 1% to 75% of the Member's Compensation. A Member may at any time prospectively change this contribution rate. The Member must designate any such contribution to the Plan as a Pre-Tax Contribution or Roth Contribution.

A Member who was automatically enrolled in the Plan after January 1, 2016 is enrolled at an initial contribution rate of 6% of the Member's Compensation, while a Member who was automatically enrolled before that date was deemed to have initially elected to make a Pre-Tax Contribution of 3% of the Member's Compensation. A

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Member's contribution rate automatically increases 1% annually, up to a maximum of 10%. A Member may elect at any time to stop contributing, to contribute a percentage other than the automatic percentage, or to change the automatic 1% increase. Under automatic enrollment, a Member's contributions are invested by default in the Vanguard Target Retirement Trust that has a target date nearest to the date on which the Member will turn age 65.

Annual Pre-Tax and Roth Contributions are limited as provided in Section 402(g) of the Code (\$18,000 for 2017). However, a Member who is at least age 50, or will attain age 50 by the end of the calendar year, may make additional annual contributions up to the limits as provided in Code Section 414(v)(2)(B)(i) (\$6,000 for 2017).

NS contributes Matching Contributions of 100% of the sum of the Member's Pre-Tax Contributions plus Roth Contributions not to exceed 1% of the Member's Compensation, and 50% of the sum of the Member's Pre-Tax Contributions plus Roth Contributions that exceed 1% of the Member's Compensation but does not exceed 6% of the Member's Compensation.

NS may make Discretionary Contributions for employees of subsidiary companies who are ineligible to participate in the Retirement Plan of Norfolk Southern Corporation or another subsidiary's defined benefit retirement plan. The amount contributed for the Discretionary Contribution, if any, will be determined each year. If made, these contributions will be allocated to Members in an amount equal to a specified percentage of the Member's compensation for the year. A Member generally must be employed on the last day of the year to be eligible for a Discretionary Contribution.

A Member may contribute eligible rollover distributions from a tax-qualified retirement plan of a former employer or from an individual retirement account, and/or eligible rollover distributions from a designated Roth account from a tax-qualified retirement plan of a former employer.

Vesting

A Member has an immediate, fully vested interest in all of the Member's Accounts under the Plan, except that a Member will forfeit matching contributions associated with pre-tax contributions withdrawn under the Plan's permissive withdrawal feature, which allows for withdrawals within 90 days of the first payroll in which pre-tax contributions were made to the Plan under the auto-enrollment feature.

Income and Dividends

Income received, in the form of dividends or otherwise, is retained in the respective Accounts of each Member and is reinvested in the investment option from which such income was derived.

Notwithstanding the foregoing, all dividends paid with respect to NS stock held in the NS Stock Fund are paid to the Plan and, at the Member's election, either (i) distributed in cash to the Member, or (ii) reinvested in the NS Stock Fund within the Member's Accounts. A Member who does not make a timely election will have such dividends paid to the Plan and reinvested in the NS Stock Fund within the Member's Accounts.

Distributions and Withdrawals

A distribution of the Member's Accounts will be made upon request following a Member's termination of employment. If the value of the Member's Accounts in the Plan is less than \$5,000 following the Member's termination of employment, then the Account balances will be distributed to the Member as soon as practicable; however, if the distribution is greater than \$1,000, but is less than \$5,000, and the Member does not elect to have the distribution paid directly to an eligible retirement plan or receive the distribution directly, then the Plan Administrator will transfer the

amount in a direct rollover to an individual retirement account for the Member.

A Member who has terminated employment must take a full distribution of the Member's Accounts in the Plan upon reaching age 70. A Member's beneficiary must take a full distribution of the Member's Accounts in the Plan

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after the Member's death. In either case, however, there may be alternatives to continue to defer taxation of all or part of the Plan distribution by electing a trustee-to-trustee transfer or, if permissible, a rollover distribution.

A Member may elect that the portion of Accounts invested in the NS Stock Fund be distributed in whole shares of NS stock rather than cash.

A Member may request that a distribution from the Plan be made directly to another eligible retirement plan as the Member directs. However, no direct transfer will be made of any amount deemed to be distributed to a Member as the result of a default on a Member's loan.

A Member may at any time withdraw all or a portion of the balance of their Matching Contribution – Pre 2008 Account or Rollover Accounts.

A Member may make a written request for a hardship withdrawal as described in the plan document.

A Member who is automatically enrolled in the Plan may elect to withdraw all contributions to the Plan (as adjusted for earnings or losses) within 90 days of the date following the first payroll in which pre-tax contributions were made to the Plan under the auto-enrollment feature.

Transfers with other Plans

If a member of the Thoroughbred Retirement Investment Plan (TRIP) of NS and Participating Subsidiary Companies becomes eligible for participation in the Plan, the Member may transfer their TRIP balance to the Plan. If the Member does not elect to do so, the balance will be automatically transferred from TRIP to the Plan as of the calendar quarter following the quarter in which the Member becomes eligible for the Plan.

Loans

A Member may borrow from the balance of their Pre-Tax Contributions, Roth Contributions, and/or Rollover Contributions, as described in the plan document. The unpaid balance of any loan shall bear interest at a fixed rate at the time the loan is made. The maximum loan term is five years.

Where a loan has not been repaid in full immediately prior to the distribution of a Member's account balances as a result of the Member's retirement, severance from employment, disability or death, the balance of such loan plus interest accrued will be immediately due and payable, and the amount of the debt will be set off against any amount payable to the Member or their beneficiary from the Plan.

Plan Termination

Although it has not expressed any intent to do so, NS has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan were to terminate, Members would remain 100% vested in their Account balances.

3. Investment Program

A Member must make an initial investment election which will apply to the Member's Accounts. If a Member does not make an affirmative initial investment election, the Member will be deemed to have allocated all contributions to the Vanguard Target Retirement Trust that has a target date nearest to the date on which the Member will turn age 65.

A Member may elect at any time to exchange the existing balances in the Member's Accounts invested in any option to another option(s), subject to any frequent trading policy or other restrictions.

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A Member may elect to participate in the Vanguard Managed Account Program, under which the Member delegates ongoing, discretionary investment management services with respect to their entire interest in the Plan to Vanguard Advisers, Inc.

4. Fair Value Measurements

FASB Accounting Standards Codification (ASC) 820-10, "Fair Value Measurements," established a framework for measuring fair value and a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels, as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Registered investment companies: Shares held by the Plan at year end are valued at the official closing price as defined by the exchange or at the most recent trade price of a security at the close of the active market. The registered investment companies hold equity securities, fixed income securities and cash and cash equivalents.

Common collective trusts: The readily determinable fair value is based on the published fair value per unit of the trusts. The common collective trusts hold equity securities, fixed income securities and cash and cash equivalents.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth the Plan's investments by valuation technique level, within the fair value hierarchy, excluding Plan interest in Master Trust NS stock. There were no level 3 valued investments.

| | Level 1 | Level 2 | Total |
|---------------------------------|-------------------|-----------|-----------|
| | (\$ in thousands) | | |
| December 31, 2017 | | | |
| Registered investment companies | \$533,168 | \$— | \$533,168 |
| Common collective trusts | — | 306,389 | 306,389 |
| Investments at fair value | \$533,168 | \$306,389 | \$839,557 |
| December 31, 2016 | | | |
| Registered investment companies | \$443,626 | \$— | \$443,626 |
| Common collective trusts | — | 270,524 | 270,524 |
| Investments at fair value | \$443,626 | \$270,524 | \$714,150 |

5. Interest in Master Trust for Norfolk Southern Corporation Common Stock

The Plan's investment in NS stock is included in a Master Trust along with investments in NS stock held by TRIP. The NS Stock Fund consists of shares of NS stock, measured at fair value, and a small cash balance for liquidity purposes, and is divided into units (rather than shares of stock) for the purpose of valuing assets of the participating plans and the members' accounts. A unit represents a proportionate ownership interest in investments of the Master Trust. A unit value is calculated daily by dividing the total value of NS stock and cash, reduced by any unpaid commissions and fees associated with the Master Trust's transactions, by the number of units credited to members of both plans in the Master Trust. Units are allocated among the plans based on total units credited to members of each plan. The Plan's percentage of Master Trust investment assets was 53.9% at December 31, 2017 and 55.6% at December 31, 2016. The Plan's proportionate interest in fair value of Master Trust investment assets was \$316.6 million at December 31, 2017 and \$294.4 million at December 31, 2016.

The following table presents the net assets of the Master Trust:

| | December 31, | |
|---|-------------------|-----------|
| | 2017 | 2016 |
| | (\$ in thousands) | |
| NS stock | \$584,438 | \$528,442 |
| Money market fund | 2,254 | 1,467 |
| Total investments | 586,692 | 529,909 |
| Accounts receivable | 258 | 259 |
| Accounts payable and other accrued expenses | (12) | (457) |
| Net assets | \$586,938 | \$529,711 |

The following table presents the changes in net assets of the Master Trust:

| | Year ended December 31, 2017 (\$ in thousands) |
|---|---|
| Net appreciation in fair value of investments | \$ 160,905 |
| Dividends and interest | 10,741 |
| Net investment income | 171,646 |
| Net deductions | (114,419) |
| Increase in net assets | \$57,227 |

The closing prices reported in the active markets in which the securities are traded are used to value the investments in the Master Trust. The following is a description of the valuation methodologies used for assets measured at fair value:

NS stock: Valued based upon the closing price reported on the New York Stock Exchange at year end.

Money market fund: Valued at the closing price reported on the active market on which the fund is traded.

All of the Master Trust investments at December 31, 2017 and 2016 are level 1 investments in accordance with the valuation technique level.

6. Federal Income Taxes

The Internal Revenue Service (IRS) determined and informed NS by a letter dated March 24, 2015, that the Plan and related trust are designed in accordance with applicable sections of the Code. Subsequent to this determination by the IRS, the Plan was amended and restated. Management believes the Plan is designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is still qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is generally subject to IRS examination for a period of three years after the filing of its employee benefit plan annual return. There are currently no audits for any plan years in progress.

The Plan follows the provisions of FASB ASC 740, "Income Taxes," as it relates to uncertainties in income taxes. FASB ASC 740 requires that a liability be recorded for the Plan's estimate of uncertain tax positions, including a determination that income is nontaxable under the tax law. The Plan has no liabilities recorded at December 31, 2017 and 2016 for uncertain tax positions.

7. Plan Amendments

NS has reserved the right to amend the Plan at any time.

NS amended the plan effective January 1, 2017, to allow Members to take certain withdrawals following military service, to permit in-service distributions by Members upon reaching age 59½, and to permit Discretionary Contributions.

8. Related Party Transactions

Certain Plan investments are shares of registered investment companies or units of common collective trusts managed by The Vanguard Group, Inc. The Vanguard Fiduciary Trust Company and The Vanguard Group, Inc. are the Plan's independent trustee and the record keeper, respectively; therefore fees paid to these entities for trustee, administrative and other transactions qualify as exempt party-in-interest transactions under ERISA and the Code.

Vanguard Advisers, Inc. provides ongoing discretionary management services to Members who elect to participate in the Vanguard Managed Account Program; therefore fees paid to this entity for management services qualify as exempt party-in-interest transactions under ERISA and the Code.

Participant loans, which are considered parties-in-interest, were granted throughout the year as part of normal Plan operations.

The Plan, through the NS Stock Fund, holds NS stock. NS is the Plan Sponsor, and as such, the investment in the NS Stock Fund qualifies as an exempt party-in-interest transaction under ERISA and the Code.

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of benefit claims payable and benefits paid to participants per the financial statements to Form 5500:

| | December 31, 2012016 (\$ in thousands) |
|---|--|
| Benefit claims payable to participants per the financial statements | \$ —\$ — |
| Add: Current accruals for withdrawing participants | — 182 |
| Benefit claims payable to participants per Form 5500 | \$ —\$ 182 |

| | Year ended December 31, 2017 (\$ in thousands) |
|--|---|
| Benefits paid per the financial statements | \$ 138,062 |
| Less: Prior year accruals paid in current year | (182) |
| Deemed distributions of participant loans | (62) |
| Benefits paid per Form 5500 | \$ 137,818 |

Schedule 1

Thrift and Investment Plan of

Norfolk Southern Corporation and Participating Subsidiary Companies

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

December 31, 2017

| Identity of issue, borrower, lessor or similar party | Description of investment, including maturity date, rate of interest, collateral, par or maturity value | Current Value (\$ in thousands) |
|---|--|--|
| Plan interest in Master Trust | | |
| for NS stock* | 6,563,452 units of NS Stock Fund | \$316,621 |
| Value of Interests in Registered Investment Companies: | | |
| The Vanguard Group, Inc.* | 1,420,934 shares of Vanguard Wellington Fund Admiral Shares | 103,131 |
| The Vanguard Group, Inc.* | 407,971 shares of Vanguard Institutional Index Fund | 99,325 |
| The Vanguard Group, Inc.* | 1,151,550 shares of Vanguard Growth Index Fund Institutional Shares | 83,315 |
| The Vanguard Group, Inc.* | 593,944 shares of Vanguard Total International Stock Index Fund | 72,479 |
| The Vanguard Group, Inc.* | 775,658 shares of Vanguard Windsor II Fund Admiral Shares | 52,062 |
| The Vanguard Group, Inc.* | 903,237 shares of Vanguard Mid-Cap Index Fund Institutional Shares | 38,225 |
| The Vanguard Group, Inc.* | 3,133,178 shares of Vanguard Total Bond Market Index Fund | 33,682 |
| The Vanguard Group, Inc.* | 433,149 shares of Vanguard Small-Cap Index Fund Institutional Shares | 30,658 |
| Western Asset Funds, Inc. | 1,314,386 shares of Western Asset Core Bond Fund; Class IS | 16,666 |
| The Vanguard Group, Inc.* | 347,591 shares of Vanguard Inflation-Protected Securities Fund | 3,625 |
| | | 533,168 |
| Value of Interests in Common Collective Trusts: | | |
| The Vanguard Group, Inc.* | 91,123,590 units of Vanguard Retirement Savings Trust III | 91,124 |
| The Vanguard Group, Inc.* | 985,290 units of Vanguard Target Retirement 2035 Trust II | 32,692 |
| The Vanguard Group, Inc.* | 818,716 units of Vanguard Target Retirement 2020 Trust II | 26,952 |
| The Vanguard Group, Inc.* | 742,410 units of Vanguard Target Retirement 2050 Trust II | 25,695 |
| The Vanguard Group, Inc.* | 776,616 units of Vanguard Target Retirement 2030 Trust II | 25,372 |
| The Vanguard Group, Inc.* | 734,491 units of Vanguard Target Retirement 2025 Trust II | 24,165 |
| The Vanguard Group, Inc.* | 700,508 units of Vanguard Target Retirement 2045 Trust II | 24,139 |
| The Vanguard Group, Inc.* | 654,585 units of Vanguard Target Retirement 2040 Trust II | 22,419 |
| The Vanguard Group, Inc.* | 369,439 units of Vanguard Target Retirement 2015 Trust II | 11,985 |
| The Vanguard Group, Inc.* | 222,750 units of Vanguard Target Retirement 2055 Trust II | 10,327 |
| The Vanguard Group, Inc.* | 275,566 units of Vanguard Target Retirement Income Trust II | 9,361 |
| The Vanguard Group, Inc.* | 52,269 units of Vanguard Target Retirement 2060 Trust II | 1,910 |
| The Vanguard Group, Inc.* | 11,023 units of Vanguard Target Retirement 2065 Trust II | 248 |
| | | 306,389 |
| Participant loans* | Participant loans (4%-6%) | 14,851 |
| | Total investments at fair value | \$1,171,029 |

*Party-in-interest

See accompanying Report of Independent Registered Public Accounting Firm.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Board of Managers of the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THRIFT AND INVESTMENT PLAN OF
NORFOLK SOUTHERN CORPORATION
AND PARTICIPATING SUBSIDIARY COMPANIES

Date: June 22, 2018 BY: /s/ Michelle L. Thompson
Michelle L. Thompson
Secretary, Board of Managers

EXHIBIT

Exhibit
Number Description

23 Consent of Independent Registered Public Accounting Firm