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VIA AIRBORNE
Mr. Jonathan G. Katz
Secretary
U. S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Proposed Rule on Security Holder Director Nominations, File Number S7-19-03

Dear Mr. Katz:

As Senior General Counsel of Norfolk Southern Corporation, I am writing to provide our views on the Securities and Exchange Commission's ("SEC's") proposed rule on director nominations by security holders.

If the proposed rule on shareholder nominations is adopted, it will fundamentally alter the governance of public corporations. The current release poses a large number of questions, demonstrating the complexity of a procedure to provide individual shareholders access to a company's proxy statement for director nominations. I believe that the extensive changes already approved or pending may provide an alternative to the difficult process of implementing a shareholder nomination rule. Rules adopted during the last year by the SEC and New York Stock Exchange ("NYSE") represent the most far-reaching changes to affect the governance of public companies in decades. For example, the NYSE will require a nominating committee composed entirely of independent directors and disclosure of a method for shareholders to contact outside directors. Recently adopted SEC rules will require extensive new disclosures about the nominating process. These requirements will represent a change for most companies and, I believe, will prove to be effective mechanisms to make corporate boards more responsive to shareholder concerns, if given adequate time.

I believe the proposed rule, if adopted, could lead to the nomination and election of "special interest directors" who serve to further the interests of the shareholders who nominate them rather than the interests of all shareholders. Activist shareholder groups have many objectives, and not all of these groups are focused on maximizing the long-term value of a company for the benefit of its shareholders. Based on our experience and the experience of other companies, I believe the proposed rule would not represent an improvement in corporate governance.

In addition, I believe that the release underestimates the burden the rule would place on companies. The release suggests that the incidence of "direct access" shareholder proposal submissions will not be overwhelming due to the one percent ownership threshold for such submissions. This position significantly underestimates the ease and/or willingness of smaller shareholders to combine their holdings. Because the rule allows shareholders to aggregate their holdings to meet the one percent threshold, virtually any shareholder willing to expend the effort to assemble a one-percent group will be able to submit a direct access proposal, causing the company to expend a significant amount of money and effort each time such a proposal is submitted. With regard to the other proposed trigger, while only a small percentage of companies have experienced thirty-five percent director withhold votes in recent years, the proposal may also underestimate the influence of proxy voting services and the frequency with which they may recommend withhold votes if such votes will trigger the shareholder nomination procedure.

If the Commission does decide to adopt the proposed rule, I would urge the Commissioners to consider a delayed implementation. Shareholder action or voting results during the 2004 proxy season that attempt to "trigger" a rule that has not yet been finalized may cause uncertainty and confusion for shareholders and issuers. A delayed effective date would allow shareholders, companies and the SEC staff more time to understand the new rule and implement its requirements. In addition, the new disclosures on the nominating process and director communications with shareholders may open a dialogue between companies and their shareholders that could result in the shareholder nomination procedure being less frequently used and consequently less disruptive for companies.

Thank you for the opportunity to express my thoughts on this SEC initiative.

Joseph C. Dimino

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cc: Hon. William H. Donaldson-Chairman, U.S. Securities and Exchange Commission
Hon. Paul Atkins-Commissioner
Hon. Roel Campos-Commissioner
Hon. Cynthia A. Glassman-Commissioner
Hon. Harvey Goldschmid-Commissioner
Alan L. Beller-Director, Division of Corporation Finance