

UNION PACIFIC CORP

Form 4

April 08, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KNIGHT ROBERT M JR

(Last) (First) (Middle)

1400 DOUGLAS STREET

(Street)

OMAHA, NE 68179

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNION PACIFIC CORP [UNP]

3. Date of Earliest Transaction
(Month/Day/Year)

04/07/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP FINANCE & CFO UP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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	04/07/2008		M		25,000	A	\$ 65.1	87,009	D
Common Stock	04/07/2008		F		12,176	D	\$ 133.66	74,833	D
Common Stock	04/07/2008		F		5,316	D	\$ 133.66	69,517	D
Common Stock	04/07/2008		M		6,240	A	\$ 67.13	75,757	D
Common Stock	04/07/2008		F		3,134	D	\$ 133.66	72,623	D

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Common Stock	04/07/2008	F	1,288	D	\$ 133.66	71,335	D	
Common Stock	04/07/2008	M	6,181	A	\$ 66.24	77,516	D	
Common Stock	04/07/2008	F	3,063	D	\$ 133.66	74,453	D	
Common Stock	04/07/2008	F	1,293	D	\$ 133.66	73,160	D	
Common Stock	04/07/2008	M	4,793	A	\$ 59.12	77,953	D	
Common Stock	04/07/2008	F	2,120	D	\$ 133.66	75,833	D	
Common Stock	04/07/2008	F	1,108	D	\$ 133.66	74,725	D	
Common Stock <u>(1)</u>						19,887.0169	I	(1)
Common Stock <u>(2)</u>						101.7199	I	by Managed Account

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 59.12	04/07/2008		M		4,793		01/27/2006	01/27/2015	Common Stock	4,793
Non-Qualified Stock Option (right to buy)	\$ 65.1	04/07/2008		M		25,000		01/29/2005	01/29/2014	Common Stock	25,000

Non-Qualified Stock Option (right to buy)	\$ 66.24	04/07/2008	M	6,181	01/04/2005	01/30/2013	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 67.13	04/07/2008	M	6,240	01/03/2005	01/30/2013	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT ROBERT M JR 1400 DOUGLAS STREET OMAHA, NE 68179			EVP FINANCE & CFO UP	

Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Robert M. Knight Jr. 04/08/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents conversion of restricted stock units to fully vested stock units with a distribution ratio of 1:1 - Payable only in shares of common stock at termination of employment or a date certain.
- (2) Includes holdings in employee benefit plans, Tax Reduction and Payroll Based Stock Plans, as of Transaction Date.

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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