Edgar Filing: KORALESKI JOHN J - Form 4

KORALES Form 4	KI JOHN J											
February 04									OMB	APPROVAL		
FORM	VI 4 UNITED		RITIES An ashington				COMMISSION		3235-0287			
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst	MENT OF rsuant to S (a) of the I 30(h)	F CHAN Section	NGES IN SECUI	Expires: January 3 200 Estimated average burden hours per response 0.								
1(b). (Print or Type												
1. Name and Address of Reporting Person <u>*</u> KORALESKI JOHN J			Symbol	er Name an			c	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)				N PACIF		-	NPJ	(Check all applicable)				
(M				Day/Year) 2009				Director 10% Owner X Officer (give title Other (specify below) below) Below) EVP MKTG & SALES				
				Amendment, Date Original d(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	(State)	(Zip)						Person				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any	ed Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ities A ispose 4 and (A)	cquired d of (D)	quired, Disposed o 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	 f, or Benefic Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 	7. Nature of Indirect Beneficial		
~				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock (1)	02/02/2009			F	1,400	D	\$ 42.87	64,382	D			
Common Stock	02/02/2009			F	4,793	D	\$ 42.87	59,589	D			
Common Stock (2)								40,401.3914	Ι	(1)		
Common Stock								8,448	Ι	by GRAT I		
Common Stock								8,448	I	by GRAT II		

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Common Stock (3)	4,308.2751	Ι	by Managed Account
Common Stock (4)	8,008	Ι	by Partnership
Common Stock	275,174	Ι	by Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	3	Date	Amou Under Secur	tle and unt of erlying rities :. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				(Instr. 3, 4, and 5)						
			Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners								

Reporting Owner Name / Address	Relationships							
1	Director	or 10% Owner Officer		Other				
KORALESKI JOHN J 1400 DOUGLAS STREET OMAHA, NE 68179			EVP MKTG &	& SALES				
Signatures								
By: Trevor L. Kingston, Attorn Koraleski	ey-in-Fac	et For: John .	J.	02/04/2009				

**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) Transfer of shares for additional tax withholding purposes.
- (2) 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.
- (3) Includes holdings in Union Pacific's Payroll-based and Tax-reduction stock ownership plans and 401(k) plan as of Transaction Date.

Represents shares held in the Koraleski Family Limited Partnership (FLP), of which the reporting person and his wife are the sole general(4) partners and the reporting person, his wife, and his children are the sole limited partners. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.