

UNION PACIFIC CORP
Form 4
April 08, 2008

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
EVP FINANCE & CFO UP

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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.

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.

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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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 59.12	04/07/2008		M	4,793	01/27/2006 01/27/2015	Common Stock	4,	
Non-Qualified Stock Option (right to buy)	\$ 65.1	04/07/2008		M	25,000	01/29/2005 01/29/2014	Common Stock	25	

