

KORALESKI JOHN J  
Form 4  
July 23, 2012

**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 \*  
**KORALESKI JOHN J**

(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)  
07/20/2012

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)  
**PRESIDENT & CEO**

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                    | 07/20/2012                           |  | M                              |   |   | 71,202 | A   | \$ 62.38   | 155,510                           | D          |       |
| Common Stock                    | 07/20/2012                           |  | F                              |   |   | 36,178 | D   | \$ 122.77  | 119,332                           | D          |       |
| Common Stock                    | 07/20/2012                           |  | F                              |   |   | 15,201 | D   | \$ 122.77  | 104,131                           | D          |       |
| Common Stock                    | 07/20/2012                           |  | M                              |   |   | 26,282 | A   | \$ 60.98   | 130,413                           | D          |       |
| Common Stock                    | 07/20/2012                           |  | F                              |   |   | 13,054 | D   | \$ 122.77  | 117,359                           | D          |       |

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|                             |            |  |   |       |   |           |             |   |                    |
|-----------------------------|------------|--|---|-------|---|-----------|-------------|---|--------------------|
| Common Stock                | 07/20/2012 |  | F | 5,741 | D | \$ 122.77 | 111,618     | D |                    |
| Common Stock <sup>(1)</sup> |            |  |   |       |   |           | 77,176.9292 | I | (1)                |
| Common Stock                |            |  |   |       |   |           | 102,250     | I | By Family LLC      |
| Common Stock                |            |  |   |       |   |           | 139,000     | I | By Family LLC 2    |
| Common Stock <sup>(2)</sup> |            |  |   |       |   |           | 2,278       | I | by Daughter        |
| Common Stock                |            |  |   |       |   |           | 7,638       | I | by GRAT I          |
| Common Stock                |            |  |   |       |   |           | 7,638       | I | by GRAT II         |
| Common Stock                |            |  |   |       |   |           | 18,248      | I | by GRAT III        |
| Common Stock                |            |  |   |       |   |           | 18,248      | I | by GRAT IV         |
| Common Stock <sup>(3)</sup> |            |  |   |       |   |           | 4,557.7464  | I | by Managed Account |
| Common Stock                |            |  |   |       |   |           | 58,092      | I | by Trust           |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified                              | \$ 60.98   | 07/20/2012                           |  | M                              | 26,282  | 02/04/2011 <sup>(4)</sup> 02/04/2020                     | Common  |

|  |          |            |  |   |        |               |            |                 |
|--|----------|------------|--|---|--------|---------------|------------|-----------------|
| Stock Option<br>(right to buy)<br>(4)                  |          |            |  |   |        |               |            | Stock           |
| Non-Qualified<br>Stock Option<br>(right to buy)<br>(4) | \$ 62.38 | 07/20/2012 |  | M | 71,202 | 01/31/2009(4) | 01/31/2018 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| KORALESKI JOHN J<br>1400 DOUGLAS STREET<br>OMAHA, NE 68179 |               |           | PRESIDENT & CEO |       |

## Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: John J.  
Koraleski

07/23/2012

\*\*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) The reporting person disclaims beneficial ownership of these securities.
- (3) Includes holdings in Union Pacific's Payroll-based and Tax-reduction stock ownership plans and 401(k) plan as of Transaction Date.
- (4) This option became exercisable in three equal installments starting one year from the grant date.

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.