### Edgar Filing: UNION PACIFIC CORP - Form 4

UNION PA	CIFIC CORP								
Form 4									
October 02,	2013								
FORM								PPROVAL	
Washington, D.C. 20549								3235-0287	
Check th if no lon	ger						Expires:	January 31, 2005	
subject t Section Form 4	16. <b>SIAIEN</b>	AENT OF CH		BENEF	ICIAL OV	WNERSHIP OF	Estimated burden hoi	average urs per	
Form 5 obligation may con	Filed put	a) of the Public	e Utility Hol	ding Con	npany Act	nge Act of 1934, of 1935 or Section		. 0.5	
<i>See</i> Instr 1(b).	ruction	50(n) of the	e Investmen	t Compan	y Act of 1	940			
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> DAVIS ERROLL B JR			suer Name <b>an</b> ol		-	5. Relationship of Reporting Person(s) to Issuer			
		UNI	ON PACIFI	CURP	[UNP]	(Che	eck all applicabl	e)	
(Last) (First) (Middle)			te of Earliest T	ransaction		_X_ Director10% Owner			
1400 DOUGLAS STREET			th/Day/Year) 1/2013			Officer (give titleOther (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
OMAHA, I	NE 68179						More than One R		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	on Date, if Transactio Code		es (A) or of (D) • and 5) (A)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each class of	securities bene	ficially owr	ed directly o	or indirectly.			
				inform require	ation cont	pond to the colle ained in this form and unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

number.

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	Derivative Security			(A) or Disposed of (D)	isposed f (D) instr. 3, 4,						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	10/01/2013	А		273		(2)	(2)	Common Stock	273	\$ 0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>				
	Director	10% Owner	Officer	Other
DAVIS ERROLL B JR 1400 DOUGLAS STREET OMAHA, NE 68179	Х			
Signatures				

By: Trevor L. Kingston, Attorney-in-Fact For: Erroll B. Davis Jr.

**\*\***Signature of Reporting Person

10/02/2013 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) Distribution ratio for Phantom Stock Units is 1:1.

(2) Phantom Stock Units are payable in cash only commencing at retirement.

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.