

UNION PACIFIC CORP
Form 4
January 31, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIDSON RICHARD K

(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)
01/29/2007

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)

CHAIRMAN OF THE BOAR

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/29/2007		F		1,529.6694	D	\$ 95.74
Common Stock	01/29/2007		F		209.2488	D	\$ 95.74
Common Stock ⁽¹⁾	01/29/2007		J		59,277.3306	D	\$ 0 25,677.7512
Common Stock ⁽¹⁾	01/29/2007		J		8,108.7512	D	\$ 0 17,569
Common Stock	01/30/2007		F		436.8112	D	\$ 96.12 17,132.1888

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Common Stock <u>(1)</u>	01/30/2007	J	16,927.1888	D	\$ 0	205	D	
Common Stock <u>(1)</u>	01/29/2007	J	59,277.3306	A	\$ 95.74	568,129.3005	I	(1)
Common Stock <u>(1)</u>	01/29/2007	J	8,108.7512	A	\$ 95.74	576,238.0517	I	(1)
Common Stock <u>(1)</u>	01/30/2007	J	16,927.1888	A	\$ 96.12	594,808.642	I	(1)
Common Stock						27,542	I	by GRAT I
Common Stock						54,729	I	by GRAT II
Common Stock						146,598	I	by GRAT III
Common Stock <u>(2)</u>						5,514.8629	I	by Managed Account
Common Stock						11,920	I	by Spouse <u>(3)</u>
Common Stock <u>(4)</u>						186,480	I	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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON RICHARD K 1400 DOUGLAS STREET OMAHA, NE 68179	X		CHAIRMAN OF THE BOAR	

Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Richard K.
Davidson

01/31/2007

__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 401(k) benefit plan as of Transaction Date.
- (3) The reporting person disclaims beneficial ownership of these securities.
- (4) The reporting person made a charitable contribution to a non-affiliated entity.

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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