

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>MCAULIFFE MARY E</u><br><br>(Last) (First) (Middle)<br>1400 DOUGLAS STREET<br><br>(Street)<br>OMAHA NE 68179<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNION PACIFIC CORP [ UNP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP EXTERNAL RELATION</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/15/2004                   |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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 <sup>(1)</sup>     | 12/15/2004                           |  | M                              |   | 8,920   | A          | \$31.6  | 46,115  | D  |   |
| Common Stock                    | 12/15/2004                           |  | F                              |   | 4,466   | D          | \$63.11 | 41,649  | D  |   |
| Common Stock <sup>(1)</sup>     | 12/15/2004                           |  | M                              |   | 22,370  | A          | \$31.6  | 64,019  | D  |   |
| Common Stock                    | 12/15/2004                           |  | F                              |   | 11,200  | D          | \$63.11 | 52,819  | D  |   |
| Common Stock                    | 12/15/2004                           |  | F                              |   | 4,714   | D          | \$63.11 | 48,105  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Incentive Stock Option (right to buy) <sup>(1)</sup>     | \$31.6   | 12/15/2004                           |  | M                              |   |  | 8,920  | 12/15/1995   | 12/15/2004      | Common Stock  | 8,920                                      | \$0  | 0   | D  |       |
| Non-Qualified Stock Option (right to buy) <sup>(1)</sup> | \$31.6   | 12/15/2004                           |  | M                              |   |  | 22,370 | 12/15/1995   | 12/15/2004      | Common Stock  | 22,370                                     | \$0  | 0   | D  |       |

**Explanation of Responses:**

1. Number of shares and option price of outstanding options adjusted 10/16/96 to reflect new values following the spin-off of Union Pacific Resources Group, Inc.

By: Laura A. Heisterkamp,  
Attorney-in-Fact For: Mary E. McAuliffe 12/16/2004

\*\* Signature of Reporting Person Date

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

\* 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).

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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