

COVER

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Union Pacific Resources Group Inc.  
(Name of Issuer)

Common Stock, No Par Value  
(Title of Class of Securities)

907834 10 5  
(CUSIP Number)

Check the following box if a fee is being paid with this Statement. X

1  
NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Union Pacific Corporation

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  
(b)

3  
SEC USE ONLY

4  
CITIZENSHIP OR PLACE OF ORGANIZATION  
Utah

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:  
5 SOLE VOTING POWER . . . . . 206,000,000 Shares  
6 SHARED VOTING POWER. . . . . 0  
7 SOLE DISPOSITIVE POWER. . . . . 206,000,000 Shares  
8 SHARED DISPOSITIVE POWER . . . . . 0

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
206,000,000 Shares

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
82.6%

12  
TYPE OF REPORTING PERSON  
CO

Item 1(a)

Name of Issuer: Union Pacific Resources Group Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices: P. O. Box 7, 801 Cherry Street  
Fort Worth, TX 76101

Item 2(a)

Name of Person Filing: Union Pacific Corporation

Item 2(b)

Address of Principal Business  
Office or, if none, Residence: Martin Tower  
Eighth and Eaton Avenues  
Bethlehem, PA `18018

Item 2(c)

Citizenship: Utah

Item 2(d)

Title of Class of Securities: Common Stock, No Par Value

Item 2(e)

CUSIP Number: 907834 10 5

Item 3

Not Applicable.

Item 4

Ownership

- (a) Amount Beneficially Owned: 206,000,000 Shares
- (b) Percent of Class: 82.6%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote. . . . . 206,000,000 Shares
  - (ii) shared power to vote or to direct the vote . . . . . 0

(iii) sole power to dispose or to direct the disposition of . . .  
206,000,000 Shares

(iv) shared power to dispose or to direct the disposition of... 0

Item 5

Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6

Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7

Identification and Classification of the Subsidiary Which Acquired the  
Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8

Identification and Classification of Members of the Group

Not Applicable.

Item 9

Notice of Dissolution of Group

Not Applicable.

Item 10

Certification

Not Applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 7, 1996

UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth

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Name: Carl W. von Bernuth

Title: Senior Vice President and General Counsel