

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
under the Securities Exchange Act of 1934
(Final Amendment)

Southern Pacific Rail Corporation
(Name of Issuer)

Common Stock, Par Value \$.001 Per Share
(Title of class of securities)

843584 10 3
(CUSIP number)

Richard J. Ressler, Esq.
Assistant General Counsel
Union Pacific Corporation
Martin Tower, Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3200

(Name, address and telephone number of person authorized
to receive notices and communications)

with a copy to:

Paul T. Schnell, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
Telephone: (212) 735-3000

This Final Amendment amends and supplements the Schedule 13D relating to the beneficial ownership by UP Acquisition Corporation ("Purchaser"), a former Delaware corporation and a former wholly owned subsidiary of Union Pacific Railroad Company, a Utah corporation ("UPRR") and an indirect wholly owned subsidiary of Union Pacific Corporation, a Utah corporation ("Parent"), UPRR and Parent of shares of Common Stock, par value \$.001 per share (the "Shares"), of Southern Pacific Rail Corporation, a Delaware corporation (the "Company").

Unless otherwise indicated herein, each capitalized term used and not defined herein shall have the meaning assigned to such term in the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission by Purchaser, UPRR and Parent or in the Offer to Purchase referred to therein.

ITEM 4. PURPOSE OF TRANSACTION.

On September 11, 1996, in accordance with the Amended and Restated Agreement and Plan of Merger, dated as of July 12, 1996 (the "Amended Merger Agreement"), by and among Parent, UPRR, UP Holding Company, Inc., a Utah corporation and a wholly owned subsidiary of Parent ("Holding"), Union Pacific Merger Co., a former Delaware corporation and a former wholly owned subsidiary of Parent ("Mergerco"), and the Company, the Company merged with and into Holding, with Holding as the surviving corporation. A copy of the press release announcing consummation of the merger is attached hereto as exhibit (g)(9) and is incorporated herein by reference in its entirety. As a result, the Company is a wholly-owned subsidiary of Parent. This constitutes the final amendment to the Schedule 13D with respect to the Shares.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

(g)(9) Press Release issued by Parent on September 11, 1996 announcing consummation of the merger.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 11, 1996 UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Senior Vice President
and General Counsel

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 11, 1996 UNION PACIFIC RAILROAD COMPANY

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Vice President and
General Counsel

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 11, 1996 UNION PACIFIC MERGER CO.

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 11, 1996 UP HOLDING COMPANY, INC.

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Vice President

EXHIBIT INDEX

(g)(9) Press Release issued by Parent on September 11, 1996 announcing consummation of the merger.

UNION PACIFIC CORPORATION

FOR IMMEDIATE RELEASE

UNION PACIFIC MERGER WITH SOUTHERN PACIFIC BECOMES EFFECTIVE
BETHLEHEM, PA, September 11 -- Union Pacific Corporation
today announced that it has completed the necessary filings
and transactions to finalize its merger with Southern
Pacific Rail Corporation.

"This is an historic day for Union Pacific," said Drew
Lewis, Union Pacific chairman and chief executive officer.
"A lot of people have worked extremely hard to make this day
a reality. It's a proud moment for the entire Union Pacific
family, and we look forward to putting the two railroads
together as efficiently as possible for the benefit of our
customers."

Lewis said UP and SP will start to combine
administrative functions shortly, with total implementation,
including the merger of operations, taking at least two
years.

The combined UP/SP system will operate 31,000 miles of
track in 24 states. It will operate more than 2,000 trains
each day, using 6,400 locomotives and more than 142,000
freight cars.

September 11, 1996

VIA EDGAR

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street
Washington, DC 20549

Re: Schedule 13D relating to beneficial
ownership of shares of Common Stock,
par value \$.001 per share, of Southern
Pacific Rail Corporation

Dear Sir or Madam:

Pursuant to Section 13(d) of the Securities
Exchange Act of 1934, as amended, and Rule 13d-2 of the
Rules and Regulations promulgated thereunder, enclosed
for filing via EDGAR is the Final Amendment to the
Schedule 13D (the "Final Amendment"), including all
exhibits thereto.

If you have any questions regarding the
attached Final Amendment, please call the undersigned at
(212) 735-2116.

Very truly yours,

/s/ Richard J. Grossman

Attachments

cc: The New York Stock Exchange, Inc.
Southern Pacific Rail Corporation