

**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                                 |           |
|----------------------------------------------|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|                                                                     |           |              |                                                                                  |  |  |                                                                                                                                                                                                                           |  |  |
|---------------------------------------------------------------------|-----------|--------------|----------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><u>Hemmer J Michael</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNION PACIFIC CORP [ UNP ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP LAW &amp; GEN COUNSEL</u> |  |  |
| (Last)                                                              | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/05/2009</u>            |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                     |  |  |
| 1400 DOUGLAS STREET                                                 |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |  |  |                                                                                                                                                                                                                           |  |  |
| (Street)                                                            |           |              |                                                                                  |  |  |                                                                                                                                                                                                                           |  |  |
| <u>OMAHA</u>                                                        | <u>NE</u> | <u>68179</u> |                                                                                  |  |  |                                                                                                                                                                                                                           |  |  |
| (City)                                                              | (State)   | (Zip)        |                                                                                  |  |  |                                                                                                                                                                                                                           |  |  |

**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>     | 02/05/2009                           |                                                    | A                              |   | 8,461                                                             | A          | \$0   | 79,439                                                                                        | D                                                        |                                                       |
| Common Stock <sup>(2)</sup>     | 02/05/2009                           |                                                    | A                              |   | 16,926                                                            | A          | \$0   | 96,365                                                                                        | D                                                        |                                                       |
| Common Stock <sup>(3)</sup>     |                                      |                                                    |                                |   |                                                                   |            |       | 18,564.7486                                                                                   | I                                                        | (1)                                                   |
| Common Stock <sup>(4)</sup>     |                                      |                                                    |                                |   |                                                                   |            |       | 6.0041                                                                                        | I                                                        | by Son                                                |

**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 |
| Non-Qualified Stock Option (right to buy) <sup>(5)</sup> | \$47.28                                                | 02/05/2009                           |                                                    | A                              |   | 70,587                                                                                 |     | 02/05/2010 <sup>(5)</sup>                                | 02/05/2019      | Common Stock                                                                      | 70,587                                     | \$0                                                                                                | 70,587                                                    | D                                                      |       |

**Explanation of Responses:**

- Retention unit award with a distribution ratio of 1:1. This award is payable only in shares of common stock with a four year vesting period from grant date.
- Performance retention unit award with a distribution ratio of 1:1. This award is payable only in shares of common stock with a three year vesting period from the grant date. The amount of shares in column 4 is the maximum number of shares that the reporting person is eligible to receive. The actual number of shares paid out at vesting, if any, depends on applicable performance criteria being met.
- 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.
- The reporting person disclaims beneficial ownership of these securities.
- This option becomes exercisable in three equal installments starting one year from the grant date.

By: Trevor L. Kingston,  
Attorney-in-Fact For: J. Michael Hemmer      02/09/2009

\*\* 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.

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 Number.