

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): August 8, 2002

Union Pacific Corporation

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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Utah	1-6075	13-2626465
----- (STATE OR OTHER JURISDICTION OF INCORPORATION)	----- (COMMISSION FILE NUMBER)	----- (I.R.S. EMPLOYER IDENTIFICATION NO.)

1416 Dodge Street, Omaha, Nebraska	68179
----- (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	----- (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (402) 271-5777

N/A

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(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Item 9. Regulation FD Disclosure.

On August 8, 2002, Richard K. Davidson, the Principal Executive Officer of Union Pacific Corporation, and James R. Young, the Principal Financial Officer of Union Pacific Corporation, each delivered sworn statements to the Securities and Exchange Commission as required by the Order Requiring Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (File No. 4-460) issued by the Commission on June 27, 2002. Conformed copies of the sworn statements are attached hereto as Exhibits (99(1) and 99(2)). The information in this report and the exhibits attached hereto are being furnished pursuant to Regulation FD of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 8, 2002

UNION PACIFIC CORPORATION

By: /s/ James R. Young

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James R. Young  
Executive Vice President - Finance

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99(1)	Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
99(2)	Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filing.

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER  
REGARDING FACTS AND CIRCUMSTANCES RELATING  
TO EXCHANGE ACT FILINGS

I, Richard K. Davidson, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Union Pacific Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K filed with the Commission for the fiscal year ended December 31, 2001, of Union Pacific Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Union Pacific Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

By: /s/ Richard K. Davidson  
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Richard K. Davidson  
Chairman, President and  
Chief Executive Officer  
Union Pacific Corporation

Subscribed and sworn to before me this  
8th day of August, 2002.

/s/ Sheryl L. Alvey  
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Notary Public

Date: August 8, 2002

My Commission Expires: October 28, 2002

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER  
REGARDING FACTS AND CIRCUMSTANCES RELATING  
TO EXCHANGE ACT FILINGS

I, James R. Young, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Union Pacific Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K filed with the Commission for the fiscal year ended December 31, 2001, of Union Pacific Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Union Pacific Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

By: /s/ James R. Young

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James R. Young  
Executive Vice President - Finance  
Union Pacific Corporation

Subscribed and sworn to before me  
this 8th day of August, 2002.

/s/ Sheryl L. Alvey

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Notary Public

Date: August 8, 2002

My Commission Expires: October 28, 2002