

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Union Pacific Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



VOTE YOUR SHARES!

As shareholders of Union Pacific, I want to personally encourage you to participate in this year's annual meeting by voting your shares.

Because of a change in New York Stock Exchange rules, if your shares are held by a broker, your broker will NOT be able to vote your shares in the election of directors unless you provide directions to your broker. Without your action, your shares won't be counted when directors are elected. Your vote matters to us, so please vote today.

The process is easy. Just follow these steps:

- Read the accompanying proxy materials.
- Return your proxy form; or
- Go to the website or toll-free (in U.S. or Canada) phone number below with your proxy form in hand.

Vote by Internet: www.proxyvote.com

Vote by Telephone: 1-800-454-8683

- * Press 1 to vote as the Board recommends
- * Press 2 to vote each proposal individually

If you have questions about Union Pacific please call 1-877-547-7261 option 5, or contact us via email at investor.relations@up.com.

Thank you for voting and thank you for your investment in Union Pacific.

**Chairman, President and
Chief Executive Officer**



BUILDING AMERICA®