

UNION PACIFIC CORP

Form 4

March 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIDSON RICHARD K

(Last) (First) (Middle)

1400 DOUGLAS STREET

(Street)

OMAHA, NE 68179

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNION PACIFIC CORP [UNP]

3. Date of Earliest Transaction
(Month/Day/Year)

03/16/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHAIRMAN OF THE BOAR

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	03/16/2006		M		21,000	A	\$ 56.5 202,489
Common Stock	03/16/2006		F		13,146	D	\$ 90.25 189,343
Common Stock	03/16/2006		F		3,441	D	\$ 90.25 185,902
Common Stock	03/16/2006		M		121,000	A	\$ 56.5 306,902
Common Stock	03/16/2006		F		75,750	D	\$ 90.25 231,152
	03/16/2006		F		19,824	D	211,328

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Common Stock					\$ 90.25			
Common Stock	03/16/2006	M	80,000	A	\$ 56.5	291,328	D	
Common Stock	03/16/2006	F	50,083	D	\$ 90.25	241,245	D	
Common Stock	03/16/2006	F	13,107	D	\$ 90.25	228,138	D	
Common Stock <u>(1)</u>						411,853.3928	I	(1)
Common Stock						27,542	I	by GRAT I
Common Stock						147,049	I	by GRAT II
Common Stock						247,500	I	by GRAT III
Common Stock <u>(2)</u>						5,405.5568	I	by Managed Account
Common Stock <u>(3)</u>						15,910	I	by Spouse
Common Stock <u>(4)</u>						134,454	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 56.5	03/16/2006		M		21,000		11/20/2005	11/20/2006	Common Stock	2

Non-Qualified Stock Option (right to buy)	\$ 56.5	03/16/2006	M	121,000	11/20/2005	11/20/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 56.5	03/16/2006	M	80,000	11/20/2005	11/20/2006	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON RICHARD K 1400 DOUGLAS STREET OMAHA, NE 68179	X		CHAIRMAN OF THE BOAR	

Signatures

By: Michael M. Hemenway, Attorney-in-Fact For: Richard K. Davidson

03/17/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Beneficial holdings include shares in Dividend Reinvestment Program.
- (2) Includes holdings in employee 401(k) benefit plan as of Transaction Date.
- (3) The reporting person disclaims beneficial ownership of these securities.
- (4) These shares were previously reported as directly beneficially owned but were contributed to trusts through various transactions, which represent merely a change in the form of beneficial ownership. The reporting person is both the trustee and beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.