

UNION PACIFIC CORP

Form 3/A

February 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â TOTUSEK JEFFREY P

(Last) (First) (Middle)

1400 DOUGLAS STREET

(Street)

OMAHA,Â NEÂ 68179

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2008

3. Issuer Name and Ticker or Trading Symbol
UNION PACIFIC CORP [UNP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

VP CONTROLLER & CAO

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

01/03/2008

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

14,940 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOTUSEK JEFFREY P 1400 DOUGLAS STREET OMAHA, NE 68179	Â	Â	Â VP CONTROLLER & CAO	Â

Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Jeffrey P. Totusek 02/01/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The original Form 3, filed on January 3, 2008, did not include 514 shares in the amount of securities beneficially owned by the reporting person. These shares were not reported as owed by the reporting person's broker in its system, as the shares were subject to a pending settlement of a transaction that took place on December 27, 2007, before the reporting person became subject to Section 16 of the Securities Exchange Act of 1934. This amended Form 3 sets forth the correct amount.

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.