

UNION PACIFIC CORP  
Form 8-K  
February 15, 2018  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): February 14, 2018 (February 8, 2018)

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

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|   |                                       |  |
|---|---------------------------------------|--|
| Utah<br>(State or other jurisdiction<br>of Incorporation) | 1-6075<br>(Commission<br>File Number) | 13-2626465<br>(IRS<br>Employer<br>Identification<br>No.) |
|---|---------------------------------------|--|

1400 Douglas Street, Omaha, Nebraska 68179  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (402) 544-5000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written  
communications  
pursuant to Rule  
425 under the  
Securities Act (17  
CFR 230.425)  
Soliciting material  
pursuant to Rule  
14a-12 under the  
Exchange Act (17  
CFR 240.14a-12)

Pre-commencement  
communications  
pursuant to Rule  
14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))  
Pre-commencement  
communications  
pursuant to Rule  
13e-4(c) under the  
Exchange Act (17  
CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As previously announced, Eric L. Butler, Senior Vice President of Union Pacific Corporation (the “Company”), will retire from the Company on February 28, 2018, after 31 years of service.

In connection with Mr. Butler’s retirement and in consideration for his service to the Company, the Board of Directors of the Company, acting upon the recommendation of the Compensation and Benefits Committee, approved on February 8, 2018, the vesting of all of Mr. Butler’s outstanding retention stock units and the pro-rata vesting of his outstanding performance stock unit awards. The amount of shares, if any, received under the pro-rata vesting will depend on the achievement of the applicable performance criteria at the end of the performance period. The remainder of Mr. Butler’s unvested outstanding stock awards will be forfeited upon his retirement.

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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: February 14, 2018

UNION PACIFIC  
CORPORATION

By:           /s/ James J.  
              Theisen, Jr.  
              James J.  
              Theisen, Jr.  
              Associate  
              General  
              Counsel,  
              Chief  
              Compliance  
              Officer and  
              Assistant  
              Secretary

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