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) : January 19, 2006

Union Pacific Railroad Company	
(Exact Name of Registrant as Specified in its Charter)	

Delaware	1-6146	94-6001323
(State or Other Jurisdiction of	(Commission File Number)	(I.R.S. Employer Identification No.)
Incorporation)		

1400 Douglas Street, Omaha, Nebraska	68179
(Address of Principal Executive	(Zip Code)
Offices)	

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

(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))

Item 2.02 Results of Operations and Financial Condition.

On January 19, 2006, Union Pacific Corporation (the "Company"), the corporate parent of the registrant, issued a press release announcing the Company's financial results for the quarter ended December 31, 2005. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (c) Exhibits.
 - 99.1 Press Release of Union Pacific Corporation, dated January 19, 2006, announcing the Company's financial results for the fourth quarter of 2005.

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: January 19, 2006

UNION PACIFIC RAILROAD COMPANY

By: <u>/s/ Robert M. Knight, Jr.</u>

Robert M. Knight, Jr. Executive Vice President – Finance and Chief Financial Officer

EXHIBIT INDEX

Exhibit Description

99.1 Press Release of Union Pacific Corporation, dated January 19, 2006, announcing the Company's financial results for the fourth quarter of 2005.

Exhibit 99.1

UNION PACIFIC REPORTS FOURTH QUARTER EARNINGS 2005 Highlights -- Revenue Growth and Improved Efficiency

FOR IMMEDIATE RELEASE:

OMAHA, Neb., January 19, 2006 – Union Pacific Corporation (NYSE: UNP) today reported 2005 fourth quarter net income of \$296 million, or \$1.10 per diluted share, compared to \$79 million, or \$0.30 per diluted share in the fourth quarter of 2004. The 2004 results include the impact of a non-cash charge for unasserted asbestos claims of \$154 million after-tax, or \$0.58 per diluted share. Excluding the asbestos charge, 2005 fourth quarter diluted earnings per share increased by 25 percent.

"Union Pacific is operating more efficiently, allowing us to handle record volumes and recover more rapidly from challenges such as hurricanes, the Kansas washouts and severe winter storms," said Jim Young, President and Chief Executive Officer. "We have gained traction throughout the year with our operating initiatives. I am particularly pleased that we converted strong revenue growth into a significant increase in operating income."

2005 Fourth Quarter Summary

In the fourth quarter of 2005, Union Pacific Corporation reported operating income of \$533 million compared to 2004's \$451 million, which excludes the \$247 million pre-tax, non-cash asbestos charge.

- The Railroad's commodity revenue was up 13 percent to a quarterly best \$3.5 billion, with all commodities posting increases for the quarter. The main component of the growth was an 11 percent increase in average revenue per car (ARC), which reached an all-time record of \$1,428 per car in the fourth quarter. Growth in ARC can be attributed to fuel cost recovery under the Company's surcharge programs and yield improvements.
- Business volumes, as measured by total carloads, grew one percent to a fourth quarter record 2.4 million.
- Operating margin improved to 14.7 percent versus 14.0 percent in 2004. The 2004 fourth quarter results exclude the impact of the non-cash asbestos charge. Including the charge, the reported fourth quarter 2004 operating margin was 6.3 percent.
- The Railroad's average quarterly fuel price including transportation and taxes was \$2.08 compared to \$1.46 per gallon in 2004, a 42 percent increase.
- Quarterly average train speed, as reported to the Association of American Railroads, was 20.5 mph, the same as the fourth quarter of 2004. Quarterly terminal dwell time improved 4 percent to 29.8 hours versus 31.2 hours reported in the fourth quarter of 2004.

Fourth Quarter Commodity Revenue Summary versus 2004

- Industrial Products up 19 percent
- Agricultural up 18 percent
- Intermodal up 14 percent
- Automotive up 8 percent
- Chemicals and Energy each up 6 percent

2005 Full Year Summary

Full year 2005 net income was \$1.0 billion or \$3.85 per diluted share, versus \$604 million, or \$2.30 per diluted share in 2004. The 2005 full year results include a non-cash income tax expense reduction of \$118 million after-tax, or \$.44 per diluted share. The 2004 full year results include the impact of the non-cash asbestos charge. The comparison of 2005 and 2004 earnings, excluding the tax and asbestos items, would be \$3.41 per diluted share versus \$2.89 per diluted share, an 18 percent increase.

- Railroad commodity revenue totaled a record \$13.0 billion, an 11 percent increase. The main driver of this growth was a \$122 increase in ARC to a record \$1,358 per car. Growth in ARC can be attributed to fuel cost recovery under the Company's surcharge programs and yield improvements.
- Business volumes, as measured by total carloads, increased 1 percent to a record level of 9.5 million.
- Operating income was \$1.8 billion, a 16 percent increase from \$1.5 billion in 2004, which excluded the non-cash asbestos charge. The reported 2004 operating income was \$1.3 billion.
- Operating margin improved to 13.2 percent versus 12.6 percent in 2004, excluding the noncash asbestos charge. The reported 2004 full year operating margin was 10.6 percent.
- The Railroad's average yearly fuel price including transportation and taxes was \$1.77 compared to \$1.22 per gallon in 2004, a 45 percent increase.
- Average system speed, as reported to the Association of American Railroads, declined 0.3 mph in 2005 to 21.1 mph. This compares to an average system speed of 21.4 mph in 2004. Average terminal dwell time improved 6 percent versus 2004, to 28.7 hours from 30.5 hours.

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2006 Outlook

"Looking ahead, we are optimistic about 2006. Our network is more resilient than it was at this time last year and we are continuing to build momentum," Young said. "We expect demand will continue to be strong, particularly in the areas of coal and intermodal.

"In 2006, we will focus on providing better service to our customers, improving the efficiency of our network and increasing the financial returns on our business."

Non-GAAP Reconciliation

The fourth quarter 2004 operating income, full year 2004 operating income, and diluted earnings per share of \$451 million, \$1.5 billion and \$2.89, respectively, exclude the non-cash charge for unasserted asbestos claims and are non-GAAP measures. The asbestos charge was made to reflect an increase in the Company's estimated liability, which had previously recognized asserted asbestos claims, to also include unasserted claims.

In addition, the full year 2005 net income of \$908 million and earnings per diluted share of \$3.41 exclude the income tax reduction item reported in the third quarter of 2005 and are also non-GAAP measures. Management believes these measures provide an alternative presentation of results that more accurately reflects on-going Company operations, without the distorting effects of the asbestos charge and income tax expense reduction items. These measures should be considered in addition to, not as a substitute for, operating income, net income and diluted earnings per share.

The following table provides reconciliations for the fourth quarter 2004, full year 2004 and full year 2005 for operating income, net income, diluted earnings per share and operating margin, excluding the asbestos charge and income tax expense reduction, to reported operating income, net income, diluted earnings per share and operating margin:

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	Fo	urth Qua	<u>Full Year</u>			
	2005	2004	Pct Chg	2005	2004	Pct Chg
Operating Income						
As reported	\$ 533	\$ 204	F	\$1,795	\$1,295	39%
Asbestos Charge	-	247	-	-	247	-
Income Tax Expense Reduction	-	-	-	-	-	-
Adjusted	\$ 533	\$ 451	18%	\$1,795	\$1,542	16%
<u>Net Income</u>						
As reported	\$ 296	\$ 79	F	\$1,026	\$ 604	70%
Asbestos Charge	-	154	-	-	154	-
Income Tax Expense Reduction	-	-	-	(118)	-	-
Adjusted	\$ 296	\$ 233	27%	\$ 908	\$ 758	20%
Diluted EPS						
As reported	\$1.10	\$0.30	F	\$ 3.85	\$ 2.30	67%
Asbestos Charge	-	0.58	-	-	0.59	-
Income Tax Expense Reduction	-	-	-	(0.44)	-	-
Adjusted	\$1.10	\$0.88	25%	\$ 3.41	\$ 2.89	18%
Operating Margin						
As reported	14.7%	6.3%	8.4 pts	13.2%	10.6%	2.6 pts
Asbestos Charge	-	7.7%	-	-	2.0%	-
Income Tax Expense Reduction	-	-	-	-		-
Adjusted	14.7%	14.0%	0.7 pts	13.2%	12.6%	0.6 pts

Dollars in millions, except per share amounts

Union Pacific Corporation owns one of America's leading transportation companies. Its principal operating company, Union Pacific Railroad, is the largest railroad in North America, covering 23 states across the western two-thirds of the United States. A strong focus on quality and a strategically advantageous route structure enable the company to serve customers in critical and fast growing markets. It is a leading carrier of low-sulfur coal used in electrical power generation and has broad coverage of the large chemical-producing areas along the Gulf Coast. With competitive long-haul routes between all major West Coast ports and eastern gateways, and as the only railroad to serve all six major gateways to Mexico, Union Pacific has the premier rail franchise in North America.

Supplemental financial information is attached.

Additional information is available at our Web site: <u>www.up.com</u>. Contact for investors is Jennifer Hamann at 402-544-4227. Contact for media is Kathryn Blackwell at 402-544-3753 or 402-319-4288.

This press release and related materials may contain statements about the Corporation's future that are not statements of historical fact. These statements are, or will be, forward-looking statements as defined by the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include, without limitation, statements regarding: expectations as to continued or increasing demand for rail transportation in excess of supply; expectations regarding operational improvements, including the effectiveness of network management initiatives that have been or will be implemented to improve system velocity, customer service and shareholder returns; expectations as to increased returns, cost savings, revenue growth and earnings; expectations regarding fuel price; the time by which certain objectives will be achieved, including expected improvements in velocity and implementation of network management initiatives; estimates of costs relating to environmental remediation and restoration; proposed new products and services; expectations that claims, lawsuits, environmental costs, commitments, contingent liabilities, labor negotiations or agreements, or other matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity; and statements concerning projections, predictions, expectations, estimates or forecasts as to the Corporation's and its subsidiaries' business, financial and operational results, and future economic performance; and statements of management's beliefs, expectations, goals and objectives and other similar expressions concerning matters that are not historical facts.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times that, or by which, such performance or results will be achieved. Forward-looking information, including expectations as to operational, service and network fluidity improvements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements.

Important factors that could affect the Corporation's and its subsidiaries' future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements include, but are not limited to: whether the Corporation and its subsidiaries are fully successful in implementing their financial and operational initiatives, including those plans and management initiatives to improve system velocity and network performance or otherwise improve operations; the impact of ongoing track maintenance and restoration work being performed in the Southern Powder River Basin of Wyoming; industry competition, conditions, performance and consolidation; general legislative and regulatory developments, including possible enactment of initiatives to re-regulate the rail industry; legislative, regulatory and legal developments involving taxation, including enactment of new federal or state income tax rates, revisions of controlling authority and the outcome of tax claims and litigation; changes in securities and capital markets; natural events such as severe weather, fire, floods, hurricanes and earthquakes; the effects of adverse general economic conditions, both within the United States and globally; any adverse economic or operational repercussions from terrorist activities and any governmental response thereto; war or risk of war; changes in fuel prices; changes in labor costs; labor stoppages; and the outcome of claims and litigation, including those related to environmental contamination, personal injuries, and occupational illnesses arising from hearing loss, repetitive motion and exposure to asbestos and diesel fumes.

Forward-looking statements speak only as of the date the statements were made. The Corporation assumes no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. If the Corporation does update one or more forward-looking statements, no inference should be drawn that the Corporation will make additional updates with respect thereto or with respect to other forward-looking statements. References to our website are provided for convenience and, therefore, information on the website is not, and should not be construed to be, incorporated by reference herein.

STATEMENTS OF CONSOLIDATED INCOME

Periods Ended December 31

(Dollars in Millions, Except Per Share Amounts)

	Fe 2005	ourth Quarter 2004	Pct Chg	2005	Full Year 2004	Pct Chg
Operating Revenues	\$ 3,621	\$ 3,217	13	\$ 13,578	\$ 12,215	11
Operating Expenses						
Salaries, Wages, and Employee Benefits	1,108	1,051	5	4,375	4,167	5
Equipment and Other Rents	353	331	7	1,402	1,374	2
Depreciation	300	282	6	1,175	1,111	6
Fuel and Utilities	753	533	41	2,562	1,816	41
Materials and Supplies	143	129	11	546	488	12
Purchased Services and Other	431	687	(37)	1,723	1,964	(12)
Total Operating Expenses	3,088	3,013	2	11,783	10,920	8
Operating Income	533	204	F	1,795	1,295	39
Other Income - Net	54	22	F	145	88	65
Interest Expense	(120)	(130)	(8)	(504)	(527)	(4)
Income Before Income Taxes	467	96	F	1,436	856	68
Income Tax Expense	(171)	(17)	U	(410)	(252)	63
Net Income	\$ 296	\$ 79	F	\$ 1,026	\$ 604	70
Basic Earnings Per Share	\$ 1.11	\$ 0.30	F	\$ 3.89	\$ 2.33	67
Diluted Earnings Per Share	\$ 1.10	\$ 0.30	F	\$ 3.85	\$ 2.30	67

UNION PACIFIC RAILROAD

REVENUE DETAIL

Periods Ended December 31

	Fourth Quarter					Full Year					
		2005		2004	Pct Chg		2005		2004	Pct Chg	
Commodity Revenue (000):											
Agricultural	\$	558,358	\$	471,259	18	\$	1,971,210	\$	1,675,054	18	
Automotive		351,572		324,410	8		1,273,188		1,235,083	3	
Chemicals		475,723		446,806	6		1,849,623		1,718,841	8	
Energy		629,418		592,839	6		2,577,551		2,404,525	7	
Industrial Products		746,266		627,220	19		2,819,441		2,418,659	17	
Intermodal		693,602		607,134	14		2,465,975		2,239,815	10	
Total	\$	3,454,939	\$	3,069,668	13	\$	12,956,988	\$	11,691,977	11	
Revenue Carloads:											
Agricultural		227,456		228,912	(1)		882,861		883,844	-	
Automotive		208,135		210,280	(1)		796,577		825,745	(4)	
Chemicals		218,444		232,586	(6)		912,734		934,843	(2)	
Energy		532,537		529,826	1		2,177,881		2,171,520	-	
Industrial Products		368,259		368,304	-		1,509,081		1,514,466	-	
Intermodal		864,586		824,337	5		3,264,303		3,127,385	4	
Total		2,419,417		2,394,245	1		9,543,437		9,457,803	1	
Average Revenue per Car:											
Agricultural	\$	2,455	\$	2,059	19	\$	2,233	\$	1,895	18	
Automotive		1,689		1,543	9		1,598		1,496	7	
Chemicals		2,178		1,921	13		2,026		1,839	10	
Energy		1,182		1,119	6		1,184		1,107	7	
Industrial Products		2,026		1,703	19		1,868		1,597	17	
Intermodal		802		737	9		755		716	5	
Total	\$	1,428	\$	1,282	11	\$	1,358	\$	1,236	10	

STATEMENTS OF CONSOLIDATED FINANCIAL POSITION

As of December 31

(Dollars in Millions)

	2005	2004		
Assets:				
Cash and Temporary Investments	\$ 773	\$	977	
Other Current Assets	1,552		1,320	
Investments	806		767	
Properties - Net	31,975		31,014	
Other Assets	514		518	
Total	\$ 35,620	\$	34,596	
Liabilities and Shareholders' Equity:				
Current Portion of Long Term Debt	\$ 656	\$	150	
Other Current Liabilities	2,728		2,381	
Long Term Debt	6,760		7,981	
Deferred Income Taxes	9,482		9,180	
Other Long Term Liabilities	2,287		2,249	
Common Shareholders' Equity	13,707		12,655	
Total	\$ 35,620	\$	34,596	

STATEMENTS OF CONSOLIDATED CASH FLOWS

For the Twelve Months Ended December 31

(Dollars in Millions)

	2005	2004
Operating Activities:		
Net Income	\$ 1,026	\$ 604
Depreciation	1,175	1,111
Deferred Income Taxes	320	359
Other	74	183
Cash Provided by Operating Activities	2,595	2,257
Investing Activities:		
Capital Investments	(2,169)	(1,876)
Other	122	144
Cash Used in Investing Activities	(2,047)	(1,732)
Financing Activities:		
Dividends Paid	(314)	(310)
Debt Repaid	(699)	(588)
Financings and Other - Net	261	823
Cash Used in Financing Activities	(752)	(75)
Net Change in Cash and Temporary Investments	\$ (204)	\$ 450

APPENDIX

OPERATING AND FINANCIAL STATISTICS

Periods Ended December 31

(Unaudited)

	Fourth Quarter					Full Year				
	2005		2004		Pct Chg	2005		2004		Pct Chg
Operating Statistics:										
Revenue Carloads (Thousands)	2,419		2,394		1	9,543		9,458		1
Revenue Ton-Miles (Billions)	136.3		137.0		(1)	548.8		546.3		-
Gross Ton-Miles (GTMs) (Billions)	262.1		262.2		-	1,043.9		1,037.5		1
Operating Margin	14.7	%	6.3	%	8.4 pt	13.2	%	10.6	%	2.6 pt
Operating Ratio	85.3	%	93.7	%	(8.4) pt	86.8	%	89.4	%	(2.6) pt
Average Employees	49,494		49,067		1	49,747		48,329		3
GTMs (Millions) per Average Employee	5.30		5.34		(1)	20.98		21.47		(2)
Average Fuel Price Per Gallon	\$ 2.08		\$ 1.46		42	\$ 1.77		\$ 1.22		45
Fuel Consumed in Gallons (Millions)	340		343		(1)	1,353		1,377		(2)
Fuel Consumption Rate (Gal per 000 GTM)	1.30		1.31		(1)	1.30		1.33		(2)
AAR Reported Performance Measures:										
Average Train Speed (Miles per Hour)	20.5		20.5		-	21.1		21.4		(1)
Average Terminal Dwell Time (Hours)	29.8		31.2		(4)	28.7		30.5		(6)
Average Rail Car Inventory (a)	326,486		N/A		N/A	N/A		N/A		N/A
Financial:										
Weighted Average Shares - Basic (Millions)	265.6		259.8		2	263.4		259.1		2
Weighted Average Shares - Diluted (Millions)	268.9		263.1		2	266.5		262.2		2
Effective Tax Rate	36.6	%	17.7	%	18.9 pt	28.6	%	29.4	%	(0.8) pt
Debt to Capital (b)					-	35.1	%	39.1	%	(4.0) pt
Lease Adjusted Debt to Capital (c)						43.6	%	45.1	%	(1.5) pt
Free Cash Flow (Millions) (d)						\$ 234		\$ 215		9

(a) On October 1, 2005, the rail car inventory measurement was standardized for all reporting railroads. Rail car inventory for prior periods was not recalculated.

(b) Debt to capital is computed as follows: total debt divided by total debt plus equity.

(c) Lease adjusted debt to capital is computed as follows: total debt plus net present value of operating leases divided by total debt plus equity plus net present value of operating leases.

(d) Free cash flow is a non-GAAP measure; however, we believe that it is important in evaluating our financial performance and measures our ability to generate cash without incurring additional external financings. The following table reconciles cash provided by operating activities (GAAP measure) to free cash flow:

	Full	Year
	2005	2004
Cash Provided by Operating Activities	\$ 2,595	\$ 2,257
Cash Used in Investing Activities	(2,047)	(1,732)
Dividends Paid	(314)	(310)
Free Cash Flow	\$ 234	\$ 215

STATEMENTS OF CONSOLIDATED INCOME

By Quarter and Full Year 2005

(Dollars in Millions, Except Per Share Amounts)

		Yea	ar Ended							
	Ma	arch 31	Jı	ine 30	September 30		December 31		Dec	ember 31
Operating Revenues	\$	3,152	\$	3,344	\$	3,461	\$	3,621	\$	13,578
Operating Expenses										
Salaries, Wages, and Employee Benefits		1,099		1,075		1,093		1,108		4,375
Equipment and Other Rents		353		340		356		353		1,402
Depreciation		289		292		294		300		1,175
Fuel and Utilities		539		597		673		753		2,562
Materials and Supplies		135		128		140		143		546
Purchased Services and Other		424		444		424		431		1,723
Total Operating Expenses		2,839		2,876		2,980		3,088		11,783
Operating Income		313		468		481		533		1,795
Other Income - Net		20		29		42		54		145
Interest Expense		(132)		(128)		(124)		(120)		(504)
Income Before Income Taxes		201		369		399		467		1,436
Income Tax Expense		(73)		(136)		(30)		(171)		(410)
Net Income	\$	128	\$	233	\$	369	\$	296	\$	1,026
Basic Earnings Per Share	\$	0.49	\$	0.89	\$	1.40	\$	1.11	\$	3.89
Diluted Earnings Per Share	\$	0.48	\$	0.88	\$	1.38	\$	1.10	\$	3.85

UNION PACIFIC RAILROAD

REVENUE DETAIL

By Quarter and Full Year 2005

	Period Ended									r Ended
		March 31		June 30	Se	ptember 30	De	cember 31	Dece	ember 31
Commodity Revenue (000):										
Agricultural	\$	447,902	\$	463,261	\$	501,689	\$	558,358	\$1,	971,210
Automotive		293,105		329,166		299,345		351,572	1,	273,188
Chemicals		441,019		458,880		474,001		475,723	1,	849,623
Energy		667,783		629,437		650,913		629,418	2,	577,551
Industrial Products		630,196		718,977		724,002		746,266	2,	819,441
Intermodal		523,927		596,755		651,691		693,602	2,	465,975
Total	\$	3,003,932	\$	3,196,476	\$	3,301,641	\$	3,454,939	\$12,	956,988
Revenue Carloads:										
Agricultural		215,755		215,257		224,393		227,456		882,861
Automotive		192,317		210,321		185,804		208,135		796,577
Chemicals		227,742		235,889		230,659		218,444		912,734
Energy		573,987		525,470		545,887		532,537	2,	177,881
Industrial Products		358,560		397,418		384,844		368,259	1,	509,081
Intermodal		731,843		806,633		861,241		864,586	3,	264,303
Total		2,300,204		2,390,988		2,432,828		2,419,417	9,	543,437
Average Revenue per Car:										
Agricultural	\$	2,076	\$	2,152	\$	2,236	\$	2,455	\$	2,233
Automotive		1,524		1,565		1,611		1,689		1,598
Chemicals		1,936		1,945		2,055		2,178		2,026
Energy		1,163		1,198		1,192		1,182		1,184
Industrial Products		1,758		1,809		1,881		2,026		1,868
Intermodal		716		740		757		802		755
Total	\$	1,306	\$	1,337	\$	1,357	\$	1,428	\$	1,358