

**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): December 5, 2008

Union Pacific Corporation

(Exact name of registrant as specified in its charter)

Utah
(State or other jurisdiction
of Incorporation)

1-6075
(Commission
File Number)

13-2626465
(IRS Employer
Identification No.)

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

68179
(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))

Item 5.02(d) Election of Directors.

On December 5, 2008, Jose H. Villarreal, age 55, accepted an offer from the Board of Directors of Union Pacific Corporation (the Company) to become a director of the Company, effective January 1, 2009. Mr. Villarreal is a Senior Advisor with the law firm of Akin, Gump, Strauss, Hauer & Feld, LLP. The Company issued a press release on December 8, 2008, regarding the election of Mr. Villarreal, which is attached hereto as Exhibit 99.1.

The Board of Directors did not appoint Mr. Villarreal to serve on any committees at the time of the election. Information regarding any committee appointments will be provided in an amendment to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of Union Pacific Corporation, dated December 8, 2008

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: December 9, 2008

UNION PACIFIC CORPORATION

By: /s/ J. Michael Hemmer
J. Michael Hemmer
Senior Vice President – Law and General
Counsel

Exhibit Index

99.1 Press Release of Union Pacific Corporation, dated December 8, 2008

**JOSE H. VILLARREAL ELECTED TO UNION PACIFIC CORPORATION
BOARD OF DIRECTORS**

FOR IMMEDIATE RELEASE:

OMAHA, Neb., December 8, 2008 – Union Pacific Corporation (NYSE: UNP) today announced that Jose H. Villarreal, 55, will become a member of the company's board of directors, effective January 1, 2009. Mr. Villarreal serves as an advisor to Akin, Gump, Strauss, Hauer & Feld, LLP, a national law firm with offices around the country and overseas, including San Antonio, Texas, and Washington, D.C. He previously served as an assistant attorney general in the public finance division of the Texas attorney general's office.

Mr. Villarreal currently serves on the board of directors of the PMI Group and First Solar, Inc. He served on the Wal-Mart Stores, Inc., board from 1998 – 2006. Mr. Villarreal also serves as a board member of the New America Alliance and Center for American Progress. He is a former chairman of the National Council of La Raza. In addition, he has held a number of senior roles in U.S. presidential campaigns.

“Jose's experience on the governing boards of national organizations and large corporations coupled with his broad political background will allow him to bring a unique perspective to Union Pacific,” said Jim Young, Union Pacific chairman, chief executive officer and president. “We are pleased that he has agreed to join our board.”

About Union Pacific

Union Pacific Corporation owns one of America's leading transportation companies. Its principal operating company, Union Pacific Railroad, links 23 states in the western two-thirds of the country and serves the fastest-growing U.S. population centers. Union Pacific's diversified business mix includes Agricultural Products, Automotive,

Chemicals, Energy, Industrial Products and Intermodal. The railroad offers competitive long-haul routes from all major West Coast and Gulf Coast ports to eastern gateways. Union Pacific connects with Canada's rail systems and is the only railroad serving all six major gateways to Mexico, making it North America's premier rail franchise. For further information, contact Tom Lange at (402) 544-3560.