

# FORM 4

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

| OMB APPROVAL  |                  |
|---|------------------|
| OMB Number:   | 3235-0287        |
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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

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*       |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |  |
| McAuliffe, Mary E.                             |         |          | Union Pacific Corporation (UNP)                          |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| Union Pacific Corporation<br>1416 Dodge Street |         |          | 1/25/2004  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (Street)                                       |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |  |  |  |
| Omaha, NE 68179                                |         |          |  |  |  |  |  |  |
| (City)   | (State) | (Zip)    |  |  |  |  |  |  |

**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                    | 01/25/04                             |  | F                              |   | 853.0000  | D          | \$65.9000 | 41,260.0000   | D  |   |
|                                 |                                      |  |                                |   |   |            |           |   |  |   |
|                                 |                                      |  |                                |   |   |            |           |   |  |   |
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|                                 |                                      |  |                                |   |   |            |           |   |  |   |
|                                 |                                      |  |                                |   |   |            |           |   |  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g. puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |  | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |     | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|--|---|-----------------|--|-----|---|---|--|---|
|   |  |   |   | Code                              | V |  |  | Date Exercisable  | Expiration Date |  |     |   |   |  |   |
|   |  |   |   |                                   |   |  |  |   |                 | (A)  | (D) |   |   |  |   |
|   |  |   |   |                                   |   |  |  |   |                 |  |     |   |   |  |   |
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|   |  |   |   |                                   |   |  |  |   |                 |  |     |   |   |  |   |
|   |  |   |   |                                   |   |  |  |   |                 |  |     |   |   |  |   |

Explanation of Responses:

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

By: Carl W. von Bernuth, Attorney-in-Fact For:  
Mary E. McAuliffe

1/27/2004

\*\*Signature of Reporting Person

Date

**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.**