| FORM | 4 |
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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).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Expires: February 28, 2018 Estimated average burden hours per response 0.5

| 1. Name and Address of I | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|--|-----------------------------|---|---|---|---|--------|--|--|---|---|--|--------------------|--|--|
| HAMANN, JENNIFI | UNION PACIFIC CORPORATION (UNP) | | | | | | | | Director | 10% Owner | | | | | |
| (Last) (First) (Middle) 1400 Douglas Street (Street) | | | | 3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 10/10/2021 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | X Officer (give Other (specify title below) EVP & CHIEF FINANCIAL OFFICER 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| Omaha, NE 68179 | 10/. | 10/2021 | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| (City) | (State) | (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Trans- action Date | 2A. Deemed Execution Date, if any (Month/ Day/ Year) | 3. Trans action Code (Instr. | 1 | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Owner- ship Form: Direct (D) or | 7. Nature of Indirect Beneficial Owner- | | | |
| | | (Month/ Day/ Year) | | Code | v | Amour | nt | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (D) of Indirect (I) (Instr. 4) | ship (Instr. 4) | | |
| Common Stock | | 10/10/21 | | A (1) | | | 8.8923 | A | \$21 | 6.4800 | 83,084.8402 | D | | | |
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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).

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 control Number.

FORM 4 (continued)

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

| (e.g. puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|--|--|------|--------------------------|------|-----------|---|-----|--|-------------------------|-------|---|--|---|---|------------|
| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exercise Price of Deri- vative Security | Date | Deemed Execut- ion | acti | ion de | 5.Number of E ative Securit Acquired (A Disposed of (Instr. 3, 4 at | ies | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year)7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | of Deriv- ative Secur- ity (Instr. | 9. Number of deriva- tive Se- curities Benefici- ally Own- ed foll- owing | ship Form of Deriv- ative Security: Direct | of Indirect Benefi- cial Owner- ship | |
| | | | (Month/ Day/ Year) | | | | | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | 5) | Reported Transac- tion(s) (Instr. 4) | (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
| | | | | Code | v | (A) | (D) | | | | | | | | |
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Explanation of Responses: See continuation page(s) for footnotes

** 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.

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.

By: Trevor L. Kingston, Attorney-in-Fact For: Jennifer L. Hamann

10/12/2021

** Signature of Reporting Person

Date

HAMANN, JENNIFER L

1400 Douglas Street Omaha, NE 68179

(1) Purchase pursuant to the 2021 Employee Stock Purchase Plan.