

FORM 4

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
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 hours per response 0.5

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)

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* WHITED, ELIZABETH F. (Last) (First) (Middle) Union Pacific Corporation 1400 Douglas Street (Street) Omaha, NE 68179 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol UNION PACIFIC CORPORATION (UNP) 3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 03/10/2017 4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <u> X </u> Officer (give title below) _____ Other (specify below) EVP & CHIEF MARKETING OFFICER 6. Individual or Joint/Group Filing (Check Applicable Line) <u> X </u> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person |
|--|---|---|

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 (1) | | | | | | | 1,331.1989 | I | By Deferral Account | |
| Common Stock | 03/10/17 | | M | | 1,000.0000 | A | \$31.1900 | 50,583.0000 | D | |
| Common Stock | 03/10/17 | | S | (2) | 1,000.0000 | D | \$106.8900 | 49,583.0000 | 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.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|---|---|-----------------------------------|---|---|------------|---|-----------------|--|----------------------------|---|---|---|---|
| | | | | Code | V | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | | | | | | (A) | (D) | | | | | | | | |
| Non-Qualified Stock Option (right to buy) (3) | \$31.1900 | 03/10/17 | | M | | | 1,000.0000 | 01/31/09 (3) | 01/31/18 | Common Stock | 1,000.0000 | \$0.0000 | 2,000.0000 | 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).

By: Heather A. Fredrick, Attorney-in-Fact For:
Elizabeth F. Whited

** Signature of Reporting Person

03/13/2017
Date

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

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**Union Pacific Corporation
1400 Douglas Street
Omaha, NE 68179**

- (1) Represents conversion of restricted stock units to fully vested stock units with a distribution ratio of 1:1 - Payable only in shares of common stock at termination of employment or a date certain.**
- (2) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 9, 2017.**
- (3) This option became exercisable in three equal installments starting one year from the grant date.**