

**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): July 30, 2010 (July 29, 2010)

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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 30, 2010, Union Pacific Corporation (the Company) issued a press release regarding the upcoming retirement of Dennis J. Duffy, Vice Chairman – Operations of Union Pacific Railroad Company (the Railroad), the principal operating subsidiary of the Company, and the election of Lance M. Fritz to serve as Executive Vice President – Operations and succeed Mr. Duffy as the chief operating officer of the Railroad. The election of Mr. Fritz took place at a meeting of the Board of Directors of the Company on July 29, 2010.

Mr. Fritz joined the Railroad in July 2000 as Vice President and General Manager – Energy. From April of 2005 until July of 2006, Mr. Fritz served as Regional Vice President – North and served as Regional Vice President – South from July of 2006 until March of 2008. Mr. Fritz was appointed Vice President – Labor Relations in March of 2008 and served in that role until his appointment to his current position, Vice President – Operations, on January 1, 2010. Mr. Fritz will assume his new position on September 1, 2010.

A copy of the referenced press release is filed herewith as Exhibit 99.1 and incorporated by reference in this current report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of Union Pacific Corporation, dated July 30, 2010.

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: July 30, 2010

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 July 30, 2010

**Union Pacific Announces Dennis J. Duffy To Retire;
Lance M. Fritz Appointed Executive Vice President – Operations**

FOR IMMEDIATE RELEASE:

Omaha, Neb., July 30, 2010 -- Union Pacific Corporation today announced Dennis J. Duffy, vice chairman - Operations, has declared his intention to retire this fall. Duffy joined the company in 1973 and held positions in the Finance, Marketing & Sales, and Operating departments during his career. He is the longest-serving head of Union Pacific's Operating department in company history, serving since 1998.

"Dennis has incredible industry knowledge, a keen sense of anticipating what it takes to help us grow with our customers, and a tireless work ethic," said James R. Young, Union Pacific chairman, president and chief operating officer. "His unwavering commitment to our company's values of focusing on safety, service and performance, ensuring high ethical standards, and working as a team has led Dennis to make many significant contributions to Union Pacific. We are grateful for his service."

Union Pacific has appointed Lance M. Fritz executive vice president - Operations, effective September 1. He will be responsible for all aspects of Union Pacific's railroad operations.

Fritz, 47, joined the company's Marketing & Sales organization as vice president - Energy in 2000. He previously served as regional vice president - Northern Region, regional vice president - Southern Region, and vice president - Labor Relations prior to being named vice president - Operations in December 2009. Fritz is a graduate of Bucknell University and holds a master's degree from the Kellogg School of Management at Northwestern University. Prior to joining Union Pacific, he was a general manager for Fiskars, a leading global supplier of home, garden and outdoors consumer products; and served as vice president of merchandising for Cooper Industries, a global electrical components and tools manufacturer.

"Lance has a proven record of success in each of his areas of responsibility," Young said. "The combination of his experience, vision and leadership makes him the right person at the right time to lead our Operating department."

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. Union Pacific serves many of the fastest-growing U.S. population centers and provides Americans with a fuel-efficient, environmentally friendly and safe mode of freight transportation. Union Pacific's diversified business mix includes Agricultural Products, Automotive, Chemicals, Energy, Industrial Products and Intermodal. The railroad emphasizes excellent customer service and offers competitive 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.

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For further information, contact Donna Kush at 402-544-3753 or dmkush@up.com or Tom Lange at 402-544-3560 or tomlange@up.com.

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