FORM 4

☐ **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

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*

TOTUSEK, JEFFREY P

(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 (Month/Day/Year)

2/04/2010

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

____ Director
X Officer (give title below)
____ 10% Owner
____ Other (specify below)

VP CONTROLLER & CAO UPC

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	**02/04/10**		**D**		**310.0000**	**D**	**$0.0000**	**44,708.0000**	**D**	
Common Stock	**02/04/10**		**F**		**242.0000**	**D**	**$60.9800**	**44,466.0000**	**D**	
Common Stock (1)	**02/04/10**		**A**		**1,170.0000**	**A**	**$0.0000**	**45,636.0000**	**D**	
Common Stock (2)	**02/04/10**		**A**		**4,692.0000**	**A**	**$0.0000**	**50,328.0000**	**D**	
Common Stock (3)	**02/04/10**		**F**		**72.0000**	**D**	**$60.9800**	**50,256.0000**	**D**	
Common Stock (4)								**100.0000**	**I**	**by Son**

(Over)

SEC 1474 (9-02)

FORM 4 (continued)

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy) (5)	**$60.9800**	**02/04/10**		**A**		**7,812.0000**		**02/04/11 (5)**	**02/04/20**	**Common Stock**	**7,812.0000**	**$0.0000**	**7,812.0000**	**D**	

Explanation of Responses:

See continuation page(s) for footnotes

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: Trevor L. Kingston, Attorney-in-Fact For: Jeffrey P. Totusek

**Signature of Reporting Person

02/08/2010

Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(1) Retention unit award with a distribution ratio of 1:1. This award is payable only in shares of common stock with a four year vesting period from grant date.

(2) Performance retention unit award with a distribution ratio of 1:1. This award is payable only in shares of common stock with a three year vesting period from the grant date. The amount of shares in column 4 is the maximum number of shares that the reporting person is eligible to receive. The actual number of shares paid out at vesting, if any, depends on applicable performance criteria being met.

(3) Transfer of shares for additional tax withholding purposes.

(4) The reporting person disclaims beneficial ownership of these securities.

(5) This option becomes exercisable in three equal installments starting one year from the grant date.