

SCHAEFER BARBARA W
Form 4
November 29, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
SCHAEFER BARBARA W

2. Issuer Name and Ticker or Trading Symbol
UNION PACIFIC CORP [UNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1400 DOUGLAS STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2005

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

SVP HR & SEC CORP &

OMAHA, NE 68179
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/28/2005 | | M | 28,000 | A \$ 61.14 | 74,717 | D |
| Common Stock | 11/28/2005 | | F | 22,276 | D \$ 76.85 | 52,441 | D |
| Common Stock | 11/28/2005 | | F | 1,936 | D \$ 76.85 | 50,505 | D |
| Common Stock | 11/28/2005 | | M | 11,665 | A \$ 59.82 | 62,170 | D |
| Common Stock | 11/28/2005 | | F | 9,080 | D \$ 76.85 | 53,090 | D |

Edgar Filing: SCHAEFER BARBARA W - Form 4

| | | | | | | | | |
|-------------------------|------------|---|-------|---|----------|--------|---|--------------------|
| Common Stock | 11/28/2005 | F | 1,133 | D | \$ 76.85 | 51,957 | D | |
| Common Stock <u>(1)</u> | 11/28/2005 | F | 572 | D | \$ 76.85 | 51,385 | D | |
| Common Stock | | | | | | 0 | I | by Managed Account |

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

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 control number.

SEC 1474
(9-02)

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 59.82 | 11/28/2005 | | M | 11,665 | 01/29/2000 01/29/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 61.14 | 11/28/2005 | | M | 28,000 | 01/31/2003 01/31/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 77.12 | 11/28/2005 | | A | 24,212 | 11/28/2005 01/31/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAEFER BARBARA W 1400 DOUGLAS STREET OMAHA, NE 68179 | | | SVP HR & SEC CORP & | |

Signatures

By: Michael M. Hemenway, Attorney-in-Fact For: Barbara W.
Schaefer

11/29/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

Option granted pursuant to an agreement with a reload feature, which provides for a reload option grant if, at the time of exercise, the

(2) exercise price for a stock-for-stock exercise is twenty percent (20%) or greater than the option price of the original option on the grant date.

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.