

THAL GAYLA L
Form 3
March 19, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>THAL GAYLA L</p> <p>(Last) (First) (Middle)</p> <p>1400 DOUGLAS STREET</p> <p>(Street)</p> <p>OMAHA, NE 68179</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/15/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UNION PACIFIC CORP [UNP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP LAW & CHIEF COMPL OFFICER</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 34,301.1456 | D | ^ |
| Common Stock ⁽²⁾ | 15.4962 | I | by Spouse's Son |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | 02/05/2010 ⁽³⁾ | 02/05/2019 | Common Stock | 3,922 | \$ 47.28 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | 02/04/2011 ⁽³⁾ | 02/04/2020 | Common Stock | 4,857 | \$ 60.98 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | 01/31/2009 ⁽³⁾ | 01/31/2018 | Common Stock | 9,744 | \$ 62.38 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | 02/03/2012 ⁽³⁾ | 02/03/2021 | Common Stock | 4,080 | \$ 93.6 | D | Â |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | 02/02/2013 ⁽³⁾ | 02/02/2022 | Common Stock | 4,476 | \$ 114.73 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THAL GAYLA L 1400 DOUGLAS STREET OMAHA, NE 68179 | Â | Â | Â VP LAW & CHIEF COMPL OFFICER | Â |

Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Gayla L. Thal 03/19/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes unvested restricted stock units and unvested Long Term Plan performance units.
- (2) These shares are held by minor son of the reporting person's spouse, who does not live in the reporting person's household. The reporting person disclaims beneficial ownership of these securities.
- (3) This option becomes exercisable in three equal installments starting one year from 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.