Edgar Filing: UNION PACIFIC CORP - Form 4

UNION PAC	CIFIC CORP									
Form 4 July 02, 2014	1									
FORN	1 /	STATES					E COMMISSION	N OMB	PPROVAL 3235-0287	
Washington, D.C. 205Check this boxif no longersubject toSection 16.Form 4 orForm 5obligationsmay continue.See InstructionSee Instruction1(b).							nge Act of 1934, t of 1935 or Sectio	Estimated burden hoi response	January 31, 2005 average urs per	
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> MCLARTY THOMAS F III			2. Issuer Name and Ticker or Trading Symbol UNION PACIFIC CORP [UNP]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1400 DOUGLAS STREET			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014				(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner Other (specify below)			
(Street) OMAHA, NE 68179			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Person Acquired, Disposed of	of. or Beneficia	llv Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	ies (A) or of (D) 4 and 5) (A) or	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	
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for antly valid OMB co	are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr. 5)

Edgar Filing: UNION PACIFIC CORP - Form 4

	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	07/01/2014	А		418		(2)	(2)	Common Stock	418	\$ 0

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MCLARTY THOMAS F III 1400 DOUGLAS STREET OMAHA, NE 68179	Х			
A 1 .				

Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Thomas F. McLarty III

07/02/2014 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

**Signature of Reporting Person

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Distribution ratio for Phantom Stock Units is 1:1.
- (2) Phantom Stock Units are payable in cash only commencing at retirement.

On June 6, 2014, Union Pacific Corporation effected a 2-for-1 stock split in the form of a stock dividend. Amounts of securities and the(3) grant price or prices with respect to options, if any, and restricted stock or restricted stock units, if any, reported on this form have been adjusted to reflect the stock split.

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.