### Edgar Filing: UNION PACIFIC CORP - Form 4

UNION PACIFI	C CORP								
Form 4									
July 02, 2014									
FORM 4			GEGU					N.T.	PPROVAL
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEN	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							
obligations may continue <i>See</i> Instructio 1(b).	Section 17(	a) of the I	Public U	tility Hol	ding Cor		of 1935 or Secti		
(Print or Type Resp	onses)								
1. Name and Address of Reporting Person <u>*</u> Card Andrew H JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
			UNION	N PACIFI	C CORP	[UNP]	(Ch	eck all applicabl	e)
(Last) 1400 DOUGLA	. , .	Middle)		of Earliest T Day/Year) 2014	ransaction		X Director Officer (giv below)	109	% Owner her (specify
OMAHA, NE 6	(Street)			endment, D nth/Day/Yea	-	1	Form filed by	Joint/Group Fili y One Reporting Port More than One R	erson
	0179						Person		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	ransaction Date nth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, -	(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 Beneficial Ownership (Instr. 4)
Reminder: Report o	on a separate line	e for each cla	ass of sec	urities bene	-	-	-		
					inforn requi	nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not orm	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)

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	Derivative Security				Acqui (A) or Dispose of (D) (Instr. and 5)	sed 3, 4,					
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	07/01/2014	А		420		(2)	(2)	Common Stock	420	\$ 0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh		
1 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	Director	10% Owner	Officer	Other
Card Andrew H JR 1400 DOUGLAS STREET	Х			
OMAHA, NE 68179				
Signatures				

By: Trevor L. Kingston, Attorney-in-Fact For: Andrew H. Card Jr.

07/02/2014 Date

#### <u>\*\*</u>Signature of Reporting Person

### **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) 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.