

UNION PACIFIC CORP
Form 4
November 29, 2005

FORM 4

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

OMB APPROVAL

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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 *
DAVIDSON RICHARD K

(Last) (First) (Middle)

1400 DOUGLAS STREET

(Street)

OMAHA, NE 68179

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CHRMN CEO & PRES

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/28/2005		M		5,100	A	\$ 56.5
					276,612		D
Common Stock	11/28/2005		F		3,749	D	\$ 76.85
					272,863		D
Common Stock	11/28/2005		M		257,400	A	\$ 56.5
					530,263		D
Common Stock	11/28/2005		F		189,240	D	\$ 76.85
					341,023		D
Common Stock	11/28/2005		F		29,861	D	\$ 76.85
					311,162		D
	11/28/2005		M		59,000	A	\$ 56.5
					370,162		D

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Common Stock								
Common Stock	11/28/2005	F	43,376	D	\$ 76.85	326,786	D	
Common Stock	11/28/2005	F	6,845	D	\$ 76.85	319,941	D	
Common Stock ⁽¹⁾						323,079.5209	I	(1)
Common Stock ⁽²⁾						5,127.83	I	by Managed Account
Common Stock ⁽³⁾						15,910	I	by Spouse
Common Stock ⁽⁴⁾						512,911	I	by Trust

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 56.5	11/28/2005		M	5,100	01/01/2000	11/20/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 56.5	11/28/2005		M	257,400	01/01/2000	11/20/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 56.5	11/28/2005		M	59,000	11/20/2005	11/20/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDSON RICHARD K 1400 DOUGLAS STREET OMAHA, NE 68179	X		CHRMN CEO & PRES	

Signatures

By: Michael M. Hemenway, Attorney-in-Fact For: Richard K. Davidson 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) Represents conversion of restricted stock units to fully vested stock units with a distribution ratio of 1:1 - Payable only in shares of common stock at termination of employment or a date certain.
- (2) Includes holdings in employee 401(k) benefit plan as of Transaction Date.
- (3) The reporting person disclaims beneficial ownership of these securities.
- (4) These shares were previously reported as directly beneficially owned but were contributed to trusts through various transactions, which represent merely a change in the form of beneficial ownership. The reporting person is both the trustee and beneficiary.

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.