

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: December 31, 2014  
 Estimated average burden  
 hours per response . . . . . 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>RYNASKI, TODD M.</b>			<b>UNION PACIFIC CORPORATION (UNP)</b>		_____ Director                      _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below)                      _____ Other (specify below) <b>VP CONTROLLER &amp; CAO UPC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person	
Union Pacific Corporation 1400 Douglas Street						
(Street)						
Omaha, NE 68179						
(City)	(State)	(Zip)				

### 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 (1)	02/04/16		A		663.0000	A	\$0.0000	10,762.5031	D	
Common Stock (2)	02/04/16		A		2,652.0000	A	\$0.0000	13,414.5031	D	
Common Stock	02/07/16		F		453.0000	D	\$75.0300	12,961.5031	D	
Common Stock (3)								357.7000	I	by Daughter
Common Stock (3)								357.7000	I	by Son
Common Stock								568.8900	I	by Spouse

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

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

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 control Number.

(Over)  
SEC 1474 (11-11)

**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 Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date						
								(A)	(D)						
Non-Qualified Stock Option (right to buy) (4)	\$75.0300	02/04/16		A		8,802.0000		02/04/17 (4)	02/04/26	Common Stock	8,802.0000	\$0.0000	8,802.0000	D	

Explanation of Responses:  
See continuation page(s) for footnotes

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Heather A. Fredrick, Attorney-in-Fact For: Todd M. Rynaski

\*\* Signature of Reporting Person

02/08/2016  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**Union Pacific Corporation  
1400 Douglas Street  
Omaha, NE 68179**

- (1) Retention unit award with a distribution ratio of 1:1. This award is payable only in shares of common stock with a four year vesting period from grant date.**
- (2) Performance retention unit award with a distribution ratio of 1:1. This award is payable only in shares of common stock with a three year vesting period from the grant date. The amount of shares in column 4 is the maximum number of shares that the reporting person is eligible to receive. The actual number of shares paid out at vesting, if any, depends on applicable performance criteria being met.**
- (3) The reporting person disclaims beneficial ownership of these securities.**
- (4) This option becomes exercisable in three equal installments starting one year from the grant date.**

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(Print or Type Responses)

1. Name and Address of Reporting Person*  <b>RYNASKI, TODD M.</b>  (Last) (First) (Middle) <b>Union Pacific Corporation</b> <b>1400 Douglas Street</b>  (Street)  <b>Omaha, NE 68179</b>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>UNION PACIFIC CORPORATION (UNP)</b>  3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) <b>02/04/2016</b>  4. If Amendment, Date Original Filed(Month/Day/Year)  <b>02/08/2016</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)  <b>VP CONTROLLER &amp; CAO UPC</b>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
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### 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			

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)

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				Code	V			Date Exercisable	Expiration Date						
								(A)	(D)						
Non-Qualified Stock Option (right to buy) (1)	\$75.5200 (2)	02/04/16		A		8,802.0000		02/04/17 (1)	02/04/26	Common Stock	8,802.0000	\$0.0000	8,802.0000	D	

Explanation of Responses:  
 See continuation page(s) for footnotes

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Heather A. Fredrick, Attorney-in-Fact For: Todd M. Rynaski  
 \_\_\_\_\_  
 \*\* Signature of Reporting Person  
 02/09/2016  
 Date

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**RYNASKI, TODD M.**

**UNION PACIFIC CORPORATION (UNP)  
02/04/2016**

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**Union Pacific Corporation  
1400 Douglas Street  
Omaha, NE 68179**

- (1) This option becomes exercisable in three equal installments starting one year from the grant date.**
- (2) This filing is being amended solely to reflect the accurate exercise price on the date of grant. This amended form reflects the correct exercise price and replaces in its entirety the previous filing.**