

UNION PACIFIC CORP
Form 3/A
February 01, 2008

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â TOTUSEK JEFFREY P		(Month/Day/Year)	UNION PACIFIC CORP [UNP]	
(Last)	(First)	(Middle)	01/01/2008	
1400 DOUGLAS STREET		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
OMAHA, Â NE Â 68179		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP CONTROLLER & CAO		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			01/03/2008	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership
(Instr. 4)		(Instr. 4)		Form: Direct (D) or Indirect (I)
Common Stock		14,940 ⁽¹⁾		D Â
				4. Nature of Indirect Beneficial Ownership (Instr. 5)

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	14,940 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who 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.

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of	Derivative Security	Derivative Security: Direct (D) or Indirect	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOTUSEK JEFFREY P 1400 DOUGLAS STREET OMAHA, NE 68179	Â	Â	Â VP CONTROLLER & CAO	Â

Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Jeffrey P. Totusek 02/01/2008

__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) The original Form 3, filed on January 3, 2008, did not include 514 shares in the amount of securities beneficially owned by the reporting person. These shares were not reported as owed by the reporting person's broker in its system, as the shares were subject to a pending settlement of a transaction that took place on December 27, 2007, before the reporting person became subject to Section 16 of the Securities Exchange Act of 1934. This amended Form 3 sets forth the correct amount.

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.