#### Edgar Filing: Tennison Lynden L - Form 4

Tennison Lynden L Form 4 February 01, 2007       OMB APPROVAL         FORM 4 Form 5 obligations Ray continue. See Instruction 1(b).       OMB APPROVAL         Washington, D.C. 20549       OMB APPROVAL         StateMent of CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         StateMent of Section 16. Form 4 or Form 5 obligations (b).       StateMent of CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         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 1(b).       Expires:       January 31, 2005         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 1(b).       State Average 2005         (Print or Type Response).       Other Type Response).       Other Type Response).										
Tennison Lynden L Symb			2. Issuer Name <b>and</b> Ticker or Trading ymbol JNION PACIFIC CORP [UNP]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Dat (Mont			3. Date of Earliest Transaction Month/Day/Year) 01/30/2007				(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>Other (specify below)</u> SVP & CIO			
Filed(Mon			endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
Person						aporting				
(City)	(State) (Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A (Month/Day/Year) Ex an (M	ecution Date, if	3. Transactio Code (Instr. 8) Code V	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)		
Common Stock (1)	01/30/2007		А	1,633	A	\$0	17,833	D		
Common Stock (2)	01/30/2007		А	3,606	А	\$0	21,439	D		
Common Stock (3)							803.1433	I	by Managed Account	

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

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# displays a currently valid OMB control number.

## 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 96.98	01/30/2007		А	14,175	01/30/2008(4)	01/30/2017	Common Stock

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tennison Lynden L 1400 DOUGLAS STREET OMAHA, NE 68179			SVP & CIO				
Signatures							

By: Trevor L. Kingston, Attorney-in-Fact For: Lynden L. Tennison

<u>\*\*</u>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) 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.
- 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(2) 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) Includes holdings in employee 401(k) benefit plan as of Transaction Date.
- (4) This option becomes exercisable in three equal installments starting one year from the grant date.

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.