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

UNION PA Form 4	CIFIC CORP										
January 14, FORM	ПЛ		<b>GEOU</b>					NOLO			PROVAL
	UNITED	STATES				ND EX D.C. 20		INGE C	OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the P			Section 1	<b>SECU</b> 6(a) of	J <b>R</b> th	<b>RITIES</b> e Securi	ties H	Exchange		Expires: Estimated a burden hour response	
may con <i>See</i> Instr 1(b). (Print or Type	uction			•		•	-	ct of 1940		ſ	
1. Name and A BUTLER E	Address of Reporting ERIC L	Person <u>*</u>	Symbol			I Ticker or		8	5. Relationship of I Issuer		
(Last)	(First) (N	Aiddle)	3. Date o (Month/I 01/13/2	Day/Year)		ransaction	-	-	Director X Officer (give below)		Owner er (specify
OMAHA, N	(Street) NE 68179		4. If Ame Filed(Mon			ate Origina	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Tab	le I - Non	-D	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	)	4. Securi n(A) or Di (Instr. 3, Amount	spose	d of (D)	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	01/13/2014			М		2,000	А	\$ 60.98	97,252	D	
Common Stock	01/13/2014			F		715	D	\$ 170.38	96,537	D	
Common Stock	01/13/2014			F		492	D	\$ 170.38	96,045	D	
Common Stock (1)	01/13/2014			F		187	D	\$ 170.38	95,858	D	
Common Stock (2)									2,196.927	Ι	(1)

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

Common			by
	251.9376	Ι	Managed
Stock			Account

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

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 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)	Transaction of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (right to buy)	\$ 60.98	01/13/2014		М	2,000	02/04/2011 <u>(3)</u>	02/04/2020	Common Stock	2

### **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
BUTLER ERIC L 1400 DOUGLAS STREET OMAHA, NE 68179			EVP MKTG & SALES						
Signatures									
By: Trevor L. Kingston, Attorn Butler	ey-in-Fac	et For: Eric L	. 01/14/2014						
<u>**</u> Signature of Repor	ting 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) Transfer of shares for additional tax withholding purposes.

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

- (2) 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.
- (3) This option became 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.