## Edgar Filing: UNION PACIFIC CORP - Form 4

UNION PACIFIC Form 4	C CORP									
January 05, 2015	, 1									
FORM 4			an an			an star			PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287	
Check this boy if no longer subject to Section 16. Form 4 or Form 5		SECUI	RITIES	WNERSHIP OF	Estimated burden hou response	urs per				
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the l	Public U	Itility Hol	ding Cor		of 1935 or Secti			
(Print or Type Respo	onses)									
1. Name and Addrese MCCONNELL	Symbol	er Name <b>an</b> N PACIFI		-	5. Relationship of Reporting Person(s) to Issuer					
							(Check all applicable)			
(Last) (First) (Middle) BROWN BROTHERS HARRIMAN & CO., 140 BROADWAY			3. Date of Earliest Transaction (Month/Day/Year) 01/02/2015				X_ Director 10% Owner Officer (give title Other (specify below) below)			
			4. If Amendment, Date Original Filed(Month/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>			
NEW YORK, N	Y 10005-110	01					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or 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)	
Reminder: Report of	n a senarate line	for each cl	ass of sec				or indirectly			
Kenninder, Kepolt of	a a separate fille	ior cach ch	435 01 500		Perso inforn requir	ns who rest nation cont red to resp nys a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

## Edgar Filing: UNION PACIFIC CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	. 8)	Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ired sed ) . 3, 4,				(	(Instr. 5)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock $(1)$	\$ 0	01/02/2015		А		820		(2)	(2)	Common Stock	820	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCCONNELL MICHAEL W BROWN BROTHERS HARRIMAN & CO. 140 BROADWAY NEW YORK, NY 10005-1101	Х					
Signatures						
By: Trevor L. Kingston, Attorney-in-Fact For: Michael W. McConnell						
<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) Distribution ratio for Phantom Stock Units is 1:1.
- (2) Phantom Stock Units are payable in cash only commencing at retirement.

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.