

Pricing Supplement No. 1 dated October 27, 1998  
(To Prospectus dated June 4, 1998, as supplemented by Prospectus  
Supplement dated October 19, 1998)

Rule 424(b)(2)  
Registration Nos. 333-18345 & 333-54009

\$117,500,000  
UNION PACIFIC CORPORATION  
Medium-Term Notes, Series E

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Principal Amount: \$117,500,000, as follows:

Salomon Smith Barney Inc.	- \$ 35,000,000
Chase Securities Inc.	- 45,000,000
J.P. Morgan Securities Inc.	- 37,500,000
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Total:	\$117,500,000
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Issue Price (Dollar Amount and Percentage of Principal Amount): \$117,500,000; 100%

Settlement Date (Issue Date): October 30, 1998

Stated Maturity: November 1, 2004

Type of Note:

- Fixed Rate Note
- Floating Rate Note
- Inverse Floating Rate Note
- Zero Coupon Note
- Foreign Currency Note
- Indexed Note

Form:

- Book Entry
- Definitive

CUSIP No: 90782EGU2

Interest Rate: 6.39%

Interest Payment Dates: May 1 and November 1, commencing May 1, 1999

Redemption Terms (at option of Union Pacific):

- Not redeemable prior to Stated Maturity
- Redeemable in accordance with the following terms:

Repayment Terms (at option of the Holder):

- Not repayable prior to Stated Maturity
- Repayable in accordance with the following terms:

Sinking Fund Provisions:

- None
- Applicable in accordance with the following terms:

Specified Currency (U.S. dollars, unless otherwise indicated):

Agents: Salomon Smith Barney Inc.  
Chase Securities Inc.  
J.P. Morgan Securities Inc.

Agents acting in capacity indicated below:

- As Agents
- As Principals

Agents' Commissions: \$646,250, as follows:

Salomon Smith Barney Inc.	- \$192,500
Chase Securities Inc.	- 247,500
J.P. Morgan Securities Inc.	- 206,250
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Total:	\$646,250
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Net Proceeds to Union Pacific : \$116,853,750, as follows:

Salomon Smith Barney Inc.	- \$ 34,807,500
Chase Securities Inc.	- 44,752,500

J.P. Morgan Securities Inc. - 37,293,750

Total: \$116,853,750  
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Other: