

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 8)

Chicago and North Western Transportation Company  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share  
(Title of Class of Securities)

167155 10 0

(CUSIP Number)

Richard J. Ressler, Esq.  
Union Pacific Corporation  
Martin Tower, Eighth and Eaton Avenues  
Bethlehem, Pennsylvania 18018  
(610) 861-3200  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copy to:

Paul T. Schnell  
Skadden, Arps, Slate, Meagher & Flom  
919 Third Avenue  
New York, New York 10022  
(212) 735-3000

March 10, 1995  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing the statement because of Rule 13d-1(b)(3) or (4), check the following box: [ ]

Check the following box if a fee is being paid with the statement: [ ]

This Amendment No. 8 filed by Union Pacific Corporation, a Utah corporation ("UP"), Union Pacific Holdings, Inc., a Utah corporation ("UP Holdings"), and UP Rail, Inc., a Delaware corporation ("UP Rail"), amends the Statement on Schedule 13D, dated April 9, 1992, as previously amended (the "Schedule 13D"), with respect to the common stock, par value \$.01 per share (the "Shares"), of Chicago and North Western Transportation Company, a Delaware corporation (the "Issuer"). UP, UP Holdings and UP Rail are hereinafter collectively referred to as the "Reporting Persons." Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Schedule 13D.

Item 7. Material to be filed as Exhibits.

Item 7 is hereby supplemented as follows:

Exhibit 12. Joint Press Release, dated March 10, 1995.(1)

1 Corrected copy of Exhibit 12 previously filed with Amendment No. 7.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 10, 1995

UP RAIL, INC.

By: /s/ Carl W. von Bernuth  
Name: Carl W. von Bernuth  
Title: Vice President and  
Assistant Secretary

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 10, 1995

UNION PACIFIC HOLDINGS, INC.

By: /s/ Carl W. von Bernuth  
Name: Carl W. von Bernuth  
Title: Vice President and  
Chief Legal Officer

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 10, 1995

UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth  
Name: Carl W. von Bernuth  
Title: Senior Vice President  
and General Counsel

Chicago and North Western  
Transportation Company

Release Date: Immediate

Media Contacts: Gary Schuster  
UNP  
(610) 861-3382

Michael W. Payette  
CNW  
(312) 633-4310

News Release

Union Pacific and Chicago and  
North Western Announce Transaction

Chicago, Illinois, March 10, 1995 -- Union Pacific Corporation (UNP) and Chicago and North Western Transportation Company (CNW) announced that they have agreed that Union Pacific will acquire 100% of CNW's common stock at a price of \$35 per share in cash. The transaction is subject, among other things, to negotiation and execution of a mutually satisfactory definitive purchase agreement and approvals by the companies' respective boards of directors.

"I am very excited about this transaction. The Chicago and North Western is an excellent managed and maintained railroad with a great route to Chicago," said Union Pacific Corporation Chairman and CEO Drew Lewis. "This is a strategic move that will make Union Pacific an even greater mover of southern Powder River Basin coal, grain, intermodal and other products."

Union Pacific is a transportation and natural resource company based in Bethlehem, Pennsylvania with sales of approximately \$8 billion.

The Chicago and North Western Transportation Company is the holding company for the Chicago and North Western Railway Company, a leading railroad freight hauler in the central transcontinental corridor and major transporter of coal, grain and double-stack containers.