

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TOTUSEK JEFFREY P</u> (Last) (First) (Middle) <u>1400 DOUGLAS STREET</u> (Street) <u>OMAHA NE 68179</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>UNION PACIFIC CORP [UNP]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP CONTROLLER & CAO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,426	D	
Common Stock ⁽¹⁾	1,104.6207	I	(1)
Common Stock ⁽²⁾	50	I	by Son

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (right to buy)	01/25/2002	01/25/2011	Common Stock	1,496	49.88	D
Non-Qualified Stock Option (right to buy)	01/27/2006	01/27/2015	Common Stock	16,000	59.12	D
Non-Qualified Stock Option (right to buy)	01/31/2003	01/31/2012	Common Stock	3,376	61.14	D
Non-Qualified Stock Option (right to buy)	01/29/2005	01/29/2014	Common Stock	14,000	65.1	D
Non-Qualified Stock Option (right to buy)	01/04/2005	01/30/2013	Common Stock	5,223	66.24	D
Non-Qualified Stock Option (right to buy)	01/03/2005	01/30/2013	Common Stock	5,301	67.13	D
Non-Qualified Stock Option (right to buy)	03/24/2005	01/30/2013	Common Stock	1,508	69.45	D
Non-Qualified Stock Option (right to buy)	11/28/2005	01/31/2012	Common Stock	6,765	77.12	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	01/26/2007 ⁽³⁾	01/26/2016	Common Stock	4,800	86.05	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	01/30/2008 ⁽³⁾	01/30/2017	Common Stock	3,729	96.98	D

Explanation of Responses:

1. 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.
2. The reporting person disclaims beneficial ownership of these securities.
3. This option becomes exercisable in three equal installments starting one year from the grant date.

By: Trevor L. Kingston,
Attorney-in-Fact For: Jeffrey P. 01/03/2008
Totusek

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

SECTION 16 OF THE
SECURITIES EXCHANGE ACT OF 1934

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT I, Jeffrey P. Totusek, Vice President and Controller of Union Pacific Corporation, a Utah corporation (the "Company"), do hereby appoint Barbara W. Schaefer, Thomas E. Whitaker, Trevor L. Kingston and Kari A. Peacock, and each of them acting individually, as my true and lawful attorney-in-fact, each with power to act without the other in full power of substitution, to execute, deliver and file, for and on my behalf, and in my name and in my capacity as a officer of Union Pacific Corporation, a Form 3 and any and all Forms 4 or Forms 5 under Section 16 of the Securities Exchange Act of 1934 and the rules and interpretations promulgated thereunder, and any other documents in support thereof or supplemental or amendatory thereto, with respect to the ownership by or attributable to me, directly or indirectly, of equity securities of the Company, or derivative securities relating thereto, hereby granting to such attorneys and each of them full power and authority to do and perform each and every act and thing whatsoever as such attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as I might or could do personally or in my capacity as a officer, hereby ratifying and confirming all acts and things which such attorney or attorneys may do or cause to be done by virtue of this Power of Attorney.

IN WITNESS WHEREOF, I have executed this Power of Attorney as of November 15, 2007.

/s/ Jeffrey P. Totusek

Jeffrey P. Totusek