

(X) Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

OMB APPROVAL
OMB NUMBER: 3235-0287
EXPIRES:
DECEMBER 31, 2001
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Union Pacific Corporation
(Last) (First) (Middle)
1416 Dodge Street
(Street)
Omaha Nebraska 68179
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Motor Cargo Industries, Inc. ("CRGO")

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

13-2626465

4. Statement for Month/Year
February, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- () Director
- (X) 10% Owner
- () Officer (give title below)
- () Other (specify title below)

7. Individual, or Joint/Group Filing (Check Applicable Line)

- (X) Form filed by One Reporting Person
- () Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)
Common Stock, no par value

2. Transaction Date (Month/Day/Year)
February 14, 2002

3. Transaction Code (Instr. 8)

J*

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Amount: 22,213
(A) Acquired
Price: \$12.10

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)

6,823,540

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

(D) Direct

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

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)

4. Transaction Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

8. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)

10. Ownership Form of Derivative Security: Direct(D) or Indirect(I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

EXPLANATION OF RESPONSES:

* Pursuant to an Agreement and Plan of Merger entered into on October 15, 2001, by Motor Cargo Industries, Inc. ("Motor Cargo"), Union Pacific Corporation ("Union Pacific") and Motor Merger Co., a wholly-owned subsidiary of Union Pacific, the merger of Motor Cargo with and into Motor Merger Co., consummated on February 14, 2002.

/s/ Carl W. von Bernuth

February 14, 2002

** SIGNATURE OF REPORTING PERSON

DATE

Name: Carl W. von Bernuth
Title: Vice President, Secretary and General Counsel

** 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.

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.

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