

February 17, 2021

Jennifer L. Hamann  
Executive Vice President and Chief Financial Officer  
Union Pacific Corporation  
1400 Douglas Street  
Omaha, NE 68179

Corporation

Statement on Form S-4

2021

Re: Union Pacific

Registration

Filed February 10,

File No. 333-252948

Dear Ms. Hamann:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Karina Dorin, Staff Attorney, at (202) 551-3763 with any questions.

Sincerely,

Division of Corporation Finance

Office of Energy & Transportation

cc:

Walter L. Draney