

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Whited Elizabeth F</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2016	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & CHIEF MARKETING OFFICER</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>1400 DOUGLAS STREET</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>OMAHA NE 68179</u>			
(City) (State) (Zip)			

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 ⁽¹⁾	44,529	D	
Common Stock ⁽²⁾	1,323.5304	I	By Deferral Account

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) ⁽³⁾	02/05/2010 ⁽³⁾	02/05/2019	Common Stock	1,000	23.64	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/04/2011 ⁽³⁾	02/04/2020	Common Stock	1,000	30.49	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	01/31/2009 ⁽³⁾	01/31/2018	Common Stock	3,000	31.19	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/03/2012 ⁽³⁾	02/03/2021	Common Stock	4,782	46.8	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/02/2013 ⁽³⁾	02/02/2022	Common Stock	5,886	57.37	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/07/2014 ⁽³⁾	02/07/2023	Common Stock	9,612	66	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/04/2017 ⁽³⁾	02/04/2026	Common Stock	20,070	75.52	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/06/2015 ⁽³⁾	02/06/2024	Common Stock	8,826	87.56	D
Non-Qualified Stock Option (right to buy) ⁽³⁾	02/05/2016 ⁽³⁾	02/05/2025	Common Stock	9,510	122.85	D

Explanation of Responses:

- Includes unvested restricted stock units and unvested Long Term Plan performance units.
- 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.
- This option becomes exercisable in three equal installments starting one year from the grant date.

By: Heather A. Fredrick,
Attorney-in-Fact For: Elizabeth 12/02/2016
F. Whited

** 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, Elizabeth F. Whited, EVP and Chief Marketing Officer of Union Pacific Railroad Company, a Delaware corporation (the "Company"), do hereby appoint Diane K. Duren, James J. Theisen, Jr., Heather A. Fredrick, Trevor L. Kingston and Nicole M. Deardorff, 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 an officer of the Company, any and all Forms 3, 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's parent company, Union Pacific Corporation, a Utah corporation, 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 an 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 18, 2016.

/s/ Elizabeth F. Whited

Elizabeth F. Whited