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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. ___)*

UNION PACIFIC CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

907818108
(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SANFORD C. BERNSTEIN & CO., INC.
767 FIFTH AVENUE
NEW YORK NY 10153

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

5 SOLE VOTING POWER

7,847,717

NUMBER OF SHARES

6 SHARED VOTING POWER*

1,637,767

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

15,848,233

OWNED BY EACH

REPORTING PERSON

8 SHARED DISPOSITIVE POWER

0

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,848,233

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12 TYPE OF REPORTING PERSON

IA/BD

* Sanford C. Bernstein & Co., Inc. clients who have appointed an independent voting agent with instructions to vote shares in the same manner as Sanford C. Bernstein & Co., Inc.

Sanford C. Bernstein & Co., Inc.
Investment Research and Management
1 North Lexington Avenue, White Plains NY 10601
914-993-2300 Fax 914-993-2616

Registered Investment Advisor
Member, New York Stock Exchange, Inc.

SCHEDULE G
Under the Securities Exchange Act of 1934

Item 1(a): Union Pacific Corp.
Item 1(b): 1416 Dodge Street
Omaha NE 68179

Item 2(a): Sanford C. Bernstein & Co., Inc.
Item 2(b): 767 Fifth Avenue New York NY 10153
Item 2(c): New York
Item 2(d): Common
Item 2(e): 907818108

Item 3: Investment Advisor/Broker Dealer

Item 4(a): 15,848,233
Item 4(b): 6.4%
Item 4(c)(i): 7,847,717
Item 4(c)(ii):* 1,637,767
Item 4(c)(iii): 15,848,233
Item 4(c)(iv): 0

Item 5: Not Applicable

Item 6: The security referred to in this schedule is held for the accounts of discretionary clients. These clients have the right to receive dividends from and the proceeds of the sale of such security.

Item 7: Not Applicable

Item 8: Not Applicable

Item 9: Not Applicable

Item 10: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

* Sanford C. Bernstein & Co., Inc. clients who have appointed an independent voting agent with instructions to vote shares in the same manner as Sanford C. Bernstein & Co., Inc.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2000
Date

/s/ Michael Borgia
Signature

Michael Borgia, Senior Vice President
Name/Title