SEC Form 4

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FORM 4

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	dress of Reporting		2. Issuer Name and Ticker or Trading Symbol UNION PACIFIC CORP [UNP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
VILLARR	EAL JOSE H	<u>L</u>	[[]	X	Director	10% Owner			
(Last) 1400 DOUG	(First) LAS ST.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2021		Officer (give title below)	Other (specify below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable				
(Street) OMAHA	NE	68179		Line) X	Form filed by One Re Form filed by More th Person				
(City)	(State)	(Zip)			1 013011				
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Ber	neficially	Owned				

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if any	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock ⁽¹⁾	\$0.0	10/01/2021		A		336		(2)	(2)	Common Stock	336	\$0.0	26,444	D	

Explanation of Responses:

1. Distribution ratio for Phantom Stock Units is 1:1.

2. Phantom Stock Units are payable in cash only commencing at retirement.

By: Trevor L. Kingston,

<u>10/04/202</u>1 Attorney-in-Fact For: Jose H. Villarreal

** 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 4 (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.

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