

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section 14(d)(1) of
the Securities Exchange Act of 1934
(Final Amendment)
and
SCHEDULE 13D
under the Securities Exchange Act of 1934
(Amendment No. 7)

Southern Pacific Rail Corporation
(Name of Subject Company)

Union Pacific Corporation
UP Acquisition Corporation
Union Pacific Railroad Company
(Bidders)

Common Stock, Par Value \$.001 Per Share
(Title of class of securities)

843584 10 3
(CUSIP number of class of securities)

Richard J. Ressler, Esq.
Assistant General Counsel
Union Pacific Corporation
Martin Tower, Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3200

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of bidders)

with a copy to:

Paul T. Schnell, Esq.
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
Telephone: (212)735-3000

This Final Amendment amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") relating to the tender offer by UP Acquisition Corporation ("Purchaser"), a Delaware corporation and a wholly owned subsidiary of Union Pacific Railroad Company, a Utah corporation ("UPRR"), and an indirect wholly owned subsidiary of Union Pacific Corporation, a Utah corporation ("Parent"), to purchase up to 39,034,471 shares of Common Stock, par value \$.001 per share (the "Shares"), of Southern Pacific Rail Corporation, a Delaware corporation (the "Company"). This Final Amendment serves also as Amendment No. 7 to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Parent, UPRR, and Purchaser in connection with their beneficial ownership of the Shares.

Unless otherwise indicated herein, each capitalized term used and not defined herein shall have the meaning assigned to such term in the Schedule 14D-1 or in the Offer to Purchase referred to therein.

- ITEM 5. PURPOSE OF TENDER OFFER AND PLANS OR PROPOSALS OF THE BIDDER.
- ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.
- ITEM 7. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SUBJECT COMPANY'S SECURITIES.

AND

- ITEM 10. ADDITIONAL INFORMATION.

The information set forth in Items 5, 6(a), 6(b), 7 and 10(f) of the Schedule 14D-1 is hereby amended and supplemented by the following information:

On September 15, 1995, Parent issued a press release announcing, among other things, that (1) based upon a final count, a total of 103,520,575 Shares (including 30,110,675 Shares subject to guarantees of delivery) had been tendered pursuant to the Offer, (2) Purchaser had, pursuant to the terms of its Offer, determined that the final proration factor is 37.7% and that Purchaser expects to begin making payment on September 15, 1995 for the purchased Shares, (3) certificates for unpurchased Shares will be returned shortly, and (4) Shares purchased in the Offer have been placed into the Voting Trust pending approval by the ICC of the Merger. The 39,034,471 Shares represent approximately 25 percent of the Company's issued and outstanding Shares. A copy of such press release is attached hereto as Exhibit (g)(2) and incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(g)(2) Text of Press Release issued by Parent on September 15, 1995.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 15, 1995 UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Senior Vice President
and General Counsel

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 15, 1995 UP ACQUISITION CORPORATION

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Vice President and
Assistant Secretary

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 15, 1995 UNION PACIFIC RAILROAD
COMPANY

By: /s/ Carl W. von Bernuth
Name: Carl W. von Bernuth
Title: Senior Vice President
and General Counsel

EXHIBIT INDEX

Exhibit	Description
(g)(2)	Text of Press Release issued by Parent on September 15, 1995.

Contact: 610-861-3388
Harvey S. Turner
Director - Public

Relations

Martin Tower
Eighth and Eaton Avenues
Bethlehem, PA 18018

FOR IMMEDIATE RELEASE

BETHLEHEM, PA, SEPTEMBER 15 Union Pacific Corporation (NYSE: UNP) announced today that its wholly owned subsidiary, UP Acquisition Corporation, has determined the final proration factor and paid for 39,034,471 common shares of Southern Pacific Rail Corporation (NYSE: RSP) at a price of \$25.00 per share in accordance with the terms of its recently expired tender offer. A proration factor of 37.7 percent will be applied to the shares that were validly tendered. Union Pacific stated that, based on a final count by the depository, 103,520,575 shares (including 30,110,675 shares subject to guarantees of delivery) were validly tendered in the offer which expired at midnight New York time on Wednesday, September 6, 1995. As a result of the foregoing, Union Pacific owns approximately 25 percent of Southern Pacific's outstanding common shares, and has placed such shares into a voting trust pending approval by the Interstate Commerce Commission (ICC) of the merger of Union Pacific and Southern Pacific.

Union Pacific expects to begin making payment today for the shares purchased pursuant to the tender offer and will return certificates representing unpurchased shares shortly.

As announced on August 3, 1995, Union Pacific and Southern Pacific signed a definitive merger agreement providing for the merger of the two companies in a two-step transaction. Following the satisfaction of certain conditions, including approval by the ICC and by the shareholders of Southern Pacific, Southern Pacific will be merged with a wholly owned subsidiary of Union Pacific. In the merger, each share of Southern Pacific stock will be converted at the holder's election, subject to proration, into the right to receive \$25.00 in cash, 0.4065 shares of Union Pacific common stock or a combination of cash and stock. As a result of the transaction, 60 percent of Southern Pacific's shares will be converted into Union Pacific common stock and the remaining 40 percent into cash, including the shares acquired in the tender offer. The two companies expect to file an application for approval of the transaction with the ICC prior to December 1, 1995.