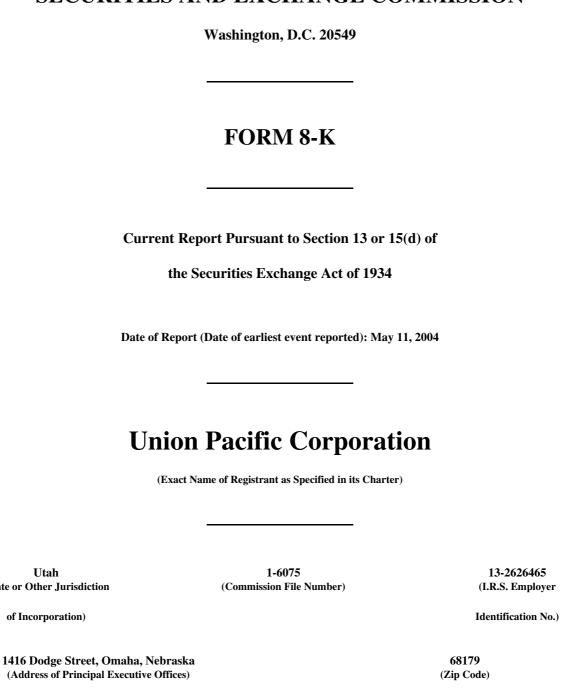
Utah

(State or Other Jurisdiction

of Incorporation)

SECURITIES AND EXCHANGE COMMISSION



Registrant s telephone number, including area code: (402) 271-5777

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(Former Name or Former Address, if Changed Since Last Report)

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Item 9. Regulation FD Disclosure.

On May 11, 2004, Union Pacific Corporation issued a press release regarding an unsolicited mini-tender offer. A copy of this press release is furnished herewith as Exhibit 99 and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 11, 2004

UNION PACIFIC CORPORATION

By: /s/ Carl W. von Bernuth

Carl W. von Bernuth Senior Vice President and General Counsel

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EXHIBIT INDEX

Exhibit	Description
99	Press Release of Union Pacific Corporation dated May 11, 2004