#### MCCONNELL MICHAEL W

Form 4 July 02, 2009

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCCONNELL MICHAEL W

2. Issuer Name and Ticker or Trading

Symbol

UNION PACIFIC CORP [UNP]

(First) (Middle) (Last) 3. Date of Earliest Transaction

> (Month/Day/Year) 07/01/2009

**BROWN BROTHERS HARRIMAN** & CO., 140 BROADWAY

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

NEW YORK, NY 10005-1101

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Issuer

below)

X\_ Director

Applicable Line)

Officer (give title

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person

(Check all applicable)

10% Owner

Other (specify

Estimated average

burden hours per

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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### Edgar Filing: MCCONNELL MICHAEL W - Form 4

| (Instr. 3)           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                         |                    |                 | (Instr.                                |    |
|----------------------|------------------------------------|------------------|------------|--|-------------------------|--------------------|-----------------|--|----|
|                      |                                    |                  | Code V     | (A) (  | (D) Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |    |
| Phantom<br>Stock (1) | \$ 0                               | 07/01/2009       | A          | 1,149  | (2)                     | (2)                | Common<br>Stock | 1,149                                  | \$ |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCONNELL MICHAEL W
BROWN BROTHERS HARRIMAN & CO.
140 BROADWAY
NEW YORK, NY 10005-1101

## **Signatures**

By: Trevor L. Kingston, Attorney-in-Fact For: Michael W. McConnell

07/02/2009

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* 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).
- (1) Distribution ratio for Phantom Stock Units is 1:1.
- (2) Phantom Stock Units are payable in cash only commencing at retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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