

PUTZ RICHARD J  
Form 4/A  
January 11, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
PUTZ RICHARD J

2. Issuer Name and Ticker or Trading Symbol  
UNION PACIFIC CORP [UNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1400 DOUGLAS STREET

3. Date of Earliest Transaction (Month/Day/Year)  
01/04/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

VP CONTR & CAO UPC

(Street)  
OMAHA, NE 68179

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/06/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	01/04/2005		M		\$ 56.5	30,641	D
Common Stock <sup>(1)</sup>	01/04/2005		F		\$ 67.44	26,369	D
Common Stock <sup>(1)</sup>	01/04/2005		M		\$ 56.5	34,769	D
Common Stock <sup>(1)</sup>	01/04/2005		F		\$ 67.44	27,732	D
Common Stock <sup>(1)</sup>	01/04/2005		F		\$ 67.44	27,086	D

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Common Stock	01/04/2005	M	6,053 (2)	A	\$ 55.98	33,139	D
Common Stock	01/04/2005	F	324 (2)	D	\$ 67.44	32,815	D
Common Stock	01/04/2005	F	5,024 (2)	D	\$ 67.44	27,791	D

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy) (1)	\$ 56.5	01/04/2005		M		5,100		01/01/1998 <sup>(3)</sup>	11/20/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 55.98	01/04/2005		M		6,053 (2)		01/30/2004	01/30/2013	Common Stock
Non-Qualified Stock Option (right to buy) (1)	\$ 56.5	01/04/2005		M		8,400		01/01/1998 <sup>(3)</sup>	11/20/2006	Common Stock
Non-Qualified Stock Option (right to buy) (4)	\$ 66.24	01/04/2005		A		5,348 (2)		01/04/2005	01/30/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

PUTZ RICHARD J  
1400 DOUGLAS STREET  
OMAHA, NE 68179

VP CONTR & CAO UPC

## Signatures

By: Laura A. Heisterkamp, Attorney-in-Fact For: Richard  
James Putz

01/10/2005

\_\_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) This filing is being amended to reflect additional exercise orders that were overlooked due to an administrative error.  
Exercise calculation amended due to administrative error. Two other swap exercises should have been calculated prior to this one, but the
- (2) exercise orders were overlooked. Given a limited number of mature shares available for stock for stock exercises in a given day, only a portion of the grant could be exercised.
- (3) The option was granted 11/20/96 and became exercisable in equal installments on 1/1/98, 1/1/99, and 1/1/00.  
Option granted pursuant to an agreement with a reload feature, which provides for a reload option grant if, at the time of exercise, the
- (4) exercise price for a stock-for-stock exercise is twenty percent (20%) or greater than the option price of the original option on the grant date.

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.