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UNION PACIF Form 4	IC CORP										
July 02, 2013											
FORM 4	4		CECU			CHANGE			PPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this be if no longer subject to Section 16. Form 4 or Form 5	STATEN		NGES IN SECUF	RITIES	Estimated burden hou	Expires:January 31, 2005Estimated average burden hours per response0.5					
obligations may continue <i>See</i> Instruction 1(b).	e. Section 17((a) of the l	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940	on			
(Print or Type Resp	oonses)										
1. Name and Address of Reporting Person <u>*</u> MCCARTHY MICHAEL R				er Name and N PACIFI			5. Relationship of Reporting Person(s) to Issuer				
(Lost)	(First)	Middle)					(Check all applicable)				
(Last) (First) (Middle) C/O MCCARTHY GROUP, INC., 1601 DODGE STREET, SUITE 3800			3. Date of Earliest Transaction (Month/Day/Year)07/01/2013				X_ Director 10% Owner Officer (give title Other (specify below)				
				endment, Daonth/Day/Yea	-	al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
		unsaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Damindar: Daport	on a congrate line	for each a	ass of sec				or indirectly				
Reminder: Report of	on a separate fille	for each ch	455 01 500	unites delle	Perso inform requir	ons who res nation cont red to resp ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible :	Beneficially Owner securities)	I			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative (Month/Day/Ye Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and 4)		Security (Instr. 5)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	07/01/2013		А	487		(2)	(2)	Common Stock	487	\$ 0

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MCCARTHY MICHAEL R C/O MCCARTHY GROUP, INC. 1601 DODGE STREET, SUITE 3800 OMAHA, NE 68102	Х			
Signatures				
By: Trevor L. Kingston, Attorney-in-Fa McCarthy	07/02/2013			
<u>**</u> Signature of Reporting P	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.