	FORM 4	
Π	Check this box if no longe	e

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b). (Print or Type Responses) UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2008 Estimated average burden hours per response 0.5

1. Name and Address of Reporting Person*						or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Rogel, Steven R.				acific Cor	porati	on (UNP)			X Director 10% Owner				
(Last) Weyerhaeuser Company	(First)	(Middle)	3. Date of	Earliest Tr	ansacti	ion (Month/Day/Yea	r)		Officer Other (give title below) Other				
33663 Weyerhaeuser Way S.		10/01/2	008										
	(Street)			ndment, Da Day/Year)		Driginal Filed			6. Individual or Joint/Group Filing (Check Applicable Line) X_Form filed by One Reporting Person				
Federal Way, WA 98003									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. Trans- action Date	2A. Deemed Execution Date, if any	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities 6. Owner- ship 7. Nature of Indirect Beneficially Form: Beneficial Owned Following Direct Owner- ship Reported (D) or ship				
		(Month/ Day/ Year)	(Month/ Day/ Year)	Code	v	Amount	(A) or (D)	Price	Transaction(s) Indirect (Instr. 3 and 4) (I) (Instr. 4) (Instr. 4)				

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

(c.g. puss cars, variants, opuons, concruint securities)															
1. Title of Derivative Security (Instr. 3)		Date (Month/ Day/	3A. Deemed Execut- ion Date, if any	4. Tran acti Coc (Instr.	on le	5. Number of ative Secu Acquired (Disposed o (Instr. 3, 4	rities (A) or of (D)	6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount o Securities Underlyin Derivative Security (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriva- tive Se- curities Benefici- ally Own- ed Foll- owing Reported Transac- tion(s) (Instr. 4)	10. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)	
		(Month/ Day/ Year)		Code	Code V (A)		(D)	Date Exer- cisable	Expira- tion Date	Title					Amount or Number of Shares
Phantom Stock (1)	\$0.0000	10/01/08		A		394.0000				Common Stock	394.0000	\$0.0000	,	D	
								(2)	(2)				(3)		

Explanation of Responses:

See continuation page(s) for footnotes

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

- * 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).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

By: Trevor L. Kingston, Attorney-in-Fact For: Steven R. Rogel

10/02/2008

**Signature of Reporting Person

Date

- (1) Distribution ratio for Phantom Stock Units is 1:1.
- (2) Phantom Stock Units are payable in cash only commencing at retirement.
- (3) On May 28, 2008, Union Pacific Corporation effected a 2-for-1 stock split in the form of a stock dividend. Amounts of securities and the grant price or prices with respect to options, if any, and restricted stock or restricted stock units, if any, reported on this form have been adjusted to reflect the stock split.