

KNIGHT ROBERT M JR

Form 4/A

January 10, 2005

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KNIGHT ROBERT M JR

(Last) (First) (Middle)

1400 DOUGLAS STREET

(Street)

OMAHA, NE 68179

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/05/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP-FINANCE&amp;CFO UPC

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 01/03/2005                              |   | M                                    | (A)<br>or<br>(D)<br>A   | 6,968<br>(1)<br>\$<br>55.98  | 28,166   | D                                       |
| Common<br>Stock                       | 01/03/2005                              |   | F                                    | (1)<br>D  | 440<br>\$<br>67.25   | 27,726   | D                                       |
| Common<br>Stock                       | 01/03/2005                              |   | F                                    | (1)<br>D  | 5,800<br>\$<br>67.25   | 21,926   | D                                       |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)    | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |              | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |                    |                 |  |
|--|--|---|---|--------------------------------------|---|--|--------------|---|--------------------|-----------------|--|
|  |  |   |   | Code                                 | V   | (A)  | (D)          | Date<br>Exercisable                                   | Expiration<br>Date | Title           |  |
| Non-Qualified<br>Stock Option<br>(right to buy)        | \$ 55.98   | 01/03/2005                              |   | M                                    |   |  | 6,968<br>(1) | 01/30/2004  | 01/30/2013         | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br>(2) | \$ 67.13   | 01/03/2005                              |   | A                                    |   |  | 6,240<br>(1) | 01/03/2005  | 01/30/2013         | Common<br>Stock |  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| KNIGHT ROBERT M JR<br>1400 DOUGLAS STREET<br>OMAHA, NE 68179 | EVP-FINANCE&CFO UPC              |

## Signatures

By: Laura A. Heisterkamp, Attorney-in-Fact For: Robert M.  
Knight, Jr.

01/09/2005

\*\*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) The exercise and reload grant calculations were originally prepared in error. This amended form shows the corrected calculations.

Option granted pursuant to an agreement with a reload feature, which provides for a reload option grant if, at the time of exercise, the  
(2) 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.

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