

UNION PACIFIC CORP  
Form 8-K  
February 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 3, 2011 (February 3, 2011)

**Union Pacific Corporation**

(Exact name of registrant as specified in its charter)

**Utah**  
(State or other jurisdiction

of Incorporation)

**1-6075**  
(Commission

File Number)

**13-2626465**  
(IRS Employer

Identification No.)

**1400 Douglas Street, Omaha, Nebraska**  
(Address of principal executive offices)

(Registrant's telephone number, including area code): (402) 544-5000

**68179**  
(Zip Code)

N/A

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On February 3, 2011, Union Pacific Corporation (the Company) issued a press release announcing that the Board of Directors (the Board) authorized a new share repurchase program, effective April 1, 2011, which will be consistent with procedures and policies governing the repurchase of the Company's common stock under the existing program. Also included in the release is information regarding the Board's vote to maintain the Company's quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release of Union Pacific Corporation, dated February 3, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 3, 2011

UNION PACIFIC CORPORATION

By: /s/ Robert M. Knight, Jr.  
Robert M. Knight, Jr.  
Executive Vice President Finance and Chief  
Financial Officer