

UNION PACIFIC CORP  
Form 8-K  
July 24, 2008

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**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) : July 24, 2008

**Union Pacific Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Utah**  
(State or Other

**1-6075**  
(Commission

**13-2626465**  
(I.R.S. Employer

Jurisdiction of

File Number)

Identification No.)

Incorporation)

**1400 Douglas Street, Omaha, Nebraska**  
(Address of Principal Executive Offices)

**68179**  
(Zip Code)

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

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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))
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**Item 2.02 Results of Operations and Financial Condition.**

On July 24, 2008, Union Pacific Corporation (the Company ) issued a press release announcing its financial results for the quarter ended June 30, 2008. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

- 99.1 Press Release of Union Pacific Corporation, dated July 24, 2008, announcing the Company s financial results for the second quarter of 2008.

**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: July 24, 2008

UNION PACIFIC CORPORATION

By: /s/ ROBERT M. KNIGHT, JR.  
**Robert M. Knight, Jr.**

**Executive Vice President Finance and**

**Chief Financial Officer**