UNION PACIFIC CORP Form 8-K June 06, 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): June 6, 2011 (June 6, 2011)

# **Union Pacific Corporation**

(Exact name of registrant as specified in its charter)

Utah (State or other jurisdiction 1-6075 (Commission 13-2626465 (IRS Employer

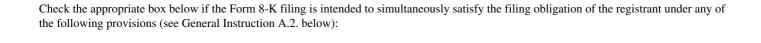
of Incorporation) File Number) Identification No.)

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1400 Douglas Street, Omaha, Nebraska 68179
(Address of principal executive offices) (Zip Code)
(Registrant s telephone number, including area code): (402) 544-5000

N/A

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



- " 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 8.01 Other Events.

On June 6, 2011, Union Pacific Corporation issued a press release containing information about its private offer to exchange certain of its outstanding debt securities for new debt securities and cash. The private exchange offer commenced on May 23, 2011. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated by reference in this current report.

#### Item 9.01 Financial Statements and Exhibits.

- (c) Exhibits.
  - 99.1 Press Release of Union Pacific Corporation, dated June 6, 2011.

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#### **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: June 6, 2011

UNION PACIFIC CORPORATION

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

#### **Exhibit Index**

99.1 Press Release of Union Pacific Corporation, dated June 6, 2011

Price of Derivative Security3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code

(Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date

(Month/Day/Year)7. Title and Amount of Underlying Securities

(Instr. 3 and 4)8. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUBRITZ TIMOTHY G 104 GREENBRIAR DRIVE WEXFORD, PA 15090-7324

Corporate Controller

# **Signatures**

/s/Timothy G. Rubritz 02/02/2012

\*\*Signature of Date
Reporting Person

# **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).

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.

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