



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 25, 2011

Robert M. Knight, Jr.  
Chief Financial Officer  
Union Pacific Corporation  
1400 Douglas Street  
Omaha, Nebraska 68179

**Re: Union Pacific Corporation**  
**Form 10-K for Fiscal Year Ended December 31, 2010**  
**Filed February 4, 2011**  
**File No. 001-06075**

Dear Mr. Knight:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

Lyn Shenk  
Branch Chief