



DIVISION OF
CORPORATION FINANCE

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

June 19, 2013

Via Email

Jeffrey P. Totusek
Chief Financial Officer
Union Pacific Corporation
1400 Douglas Street
Omaha, NE 68179

Re: Union Pacific Corporation
Form 10-K for Fiscal Year Ended December 31, 2012
Filed February 8, 2013
File No. 001-06075

Dear Mr. Totusek:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Lyn Shenk

Lyn Shenk
Branch Chief