



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

DIVISION OF  
CORPORATION FINANCE

October 9, 2019

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

**Re: Union Pacific Corporation**  
**Form 10-K for the Fiscal Year Ended December 31, 2018**  
**Filed February 8, 2019**  
**File No. 001-06075**

Dear Mr. Knight, Jr.:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation