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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 11-K**



(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

- OR -

- TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-6075

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

UNION PACIFIC FRUIT EXPRESS COMPANY  
AGREEMENT EMPLOYEE 401(K) RETIREMENT THRIFT PLAN

- B. Name of issuer of the securities held pursuant to the plan and the address of the principal executive office:

UNION PACIFIC CORPORATION  
1400 DOUGLAS STREET  
OMAHA, NEBRASKA 68179

**PROCESSED**  
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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-106707 and 33-49785 of Union Pacific Corporation on Form S-8 of our report dated June 26, 2007, appearing in this Annual Report on Form 11-K of the Union Pacific Fruit Express Company Agreement Employee 401(k) Retirement Thrift Plan for the year ended December 31, 2006.

*Deloitte Touche LLP*

**DELOITTE & TOUCHE LLP**

Omaha, Nebraska  
June 26, 2007

Exhibit I

***Union Pacific Fruit Express  
Company Agreement  
Employee 401(k) Retirement  
Thrift Plan***

*Financial Statements as of December 31, 2006 and  
2005 and for the Years Then Ended and Report of  
Independent Registered Public Accounting Firm*

# UNION PACIFIC FRUIT EXPRESS COMPANY AGREEMENT EMPLOYEE 401(k) RETIREMENT THRIFT PLAN

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Supplemental schedules required by the Employee Retirement Income Security Act of 1974 are disclosed separately in Master Trust reports filed with the Department of Labor or are omitted because of the absence of the conditions under which they are required.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Union Pacific Fruit Express Company Agreement  
Employee 401(k) Retirement Thrift Plan

We have audited the accompanying statements of net assets available for benefits of the Union Pacific Fruit Express Company Agreement Employee 401(k) Retirement Thrift Plan (the "Plan") as of December 31, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Deloitte & Touche LLP*

DELOITTE & TOUCHE LLP

Omaha, Nebraska  
June 26, 2007

# UNION PACIFIC FRUIT EXPRESS COMPANY AGREEMENT EMPLOYEE 401(k) RETIREMENT THRIFT PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2006 AND 2005

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	2006	2005
<b>ASSETS</b>		
Investments (Notes 2 and 3):		
Plan interest in Master Trust B	<u>\$1,843,723</u>	<u>\$1,510,287</u>
Total assets	<u>1,843,723</u>	<u>1,510,287</u>
<b>LIABILITIES</b>		
Excess contributions payable	<u>2,702</u>	<u>7,374</u>
Net assets available for benefits at fair value	<u>1,841,021</u>	<u>1,502,913</u>
Adjustments from fair value to contract value for fully benefit- responsive investment contracts (Note 2)	<u>789</u>	<u>514</u>
Net assets available for benefits	<u>\$1,841,810</u>	<u>\$1,503,427</u>

The accompanying notes are an integral part of these financial statements.

# UNION PACIFIC FRUIT EXPRESS COMPANY AGREEMENT EMPLOYEE 401(k) RETIREMENT THRIFT PLAN

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

	2006	2005
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Plan interest in Master Trust A investment income (Note 3):		
Interest and dividends	\$ -	\$ 1,749
Plan interest in Master Trust B investment income (Note 3):		
Net appreciation in fair value of investments	154,631	45,133
Interest and dividends	62,785	4,033
	217,416	49,166
Net appreciation in fair value of mutual funds (Note 4)	-	39,571
Interest and dividends	-	37,321
	-	76,892
Total investment income	217,416	127,807
Participant contributions	137,447	141,743
Other additions	115	-
Total additions	354,978	269,550
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Distributions to participants	16,595	116,737
NET INCREASE	338,383	152,813
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	1,503,427	1,350,614
End of year	\$ 1,841,810	\$ 1,503,427

The accompanying notes are an integral part of these financial statements.

# UNION PACIFIC FRUIT EXPRESS COMPANY AGREEMENT EMPLOYEE 401(k) RETIREMENT THRIFT PLAN

## NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2006 AND 2005

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### 1. DESCRIPTION OF PLAN

The following description of the Union Pacific Fruit Express Company Agreement Employee 401(k) Retirement Thrift Plan (the Plan) is provided for general information only. Participants should refer to the Plan document for more complete information.

**General** – The Plan is a defined contribution plan covering employees of the Union Pacific Fruit Express Company (the Company) who are governed by a collective bargaining agreement entered into between the Company and a rail union to which eligibility to participate in the Plan has been extended and have completed one year of service or were employees as of the effective date of the Plan, August 1, 1993. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Contributions** – Participants may contribute 2% to 50% of their eligible compensation on a salary deferral basis subject to limitations specified in the Internal Revenue Code (the Code). Participants may also contribute 1% to 50% of their eligible compensation on an after-tax basis. Combined after-tax and pre-tax contributions may not exceed 50% of eligible compensation. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company does not contribute to the Plan.

**Participant Accounts** – Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions and an allocation of the Plan's earnings (or losses) based upon the type of investments selected and their performance. Allocations are based on participant's account balance by investment type. The benefit to which a participant is entitled is the benefit that can be provided from that participant's vested account.

**Vesting** – Participants at all times have a 100% vested interest in their account.

**Distributions to Participants** – Following a participant's termination of employment, a distribution of benefits will be made upon request. If a participant does not request a distribution at termination, the account will be deferred until the date the participant attains the participant's required beginning date, as defined, or the participant's death. If the participant remains employed with the Company after attaining age 70½, his/her account may remain in the Plan until April 1<sup>st</sup> of the year following the year in which he/she terminates employment. A Required Minimum Distribution option is available at age 70½. The participant can receive his/her account sooner if he/she so desires.

A hardship withdrawal may be made by a participant from his/her account in accordance with the Plan's provisions.

**Plan Administration** – The Plan is administered by the Senior Vice President, Human Resources of Union Pacific Corporation (the Corporation). All administrative expenses of the Plan are paid by the Corporation, except investment management fees, which are netted against investment earnings.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of Accounting*** – The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America.

***Use of Estimates*** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

***Risks and Uncertainties*** - The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

***Investment Valuation and Income Recognition*** – Investments in the Union Pacific Railroad Stock Fund, Vanguard Wellington Fund, Vanguard Windsor II Fund, Vanguard Small-Cap Index Fund, Vanguard 500 Index Fund, Vanguard U.S. Growth Fund, Vanguard International Growth Fund, Vanguard LifeStrategy Conservative Growth Fund, Vanguard LifeStrategy Income Fund, Vanguard LifeStrategy Growth Fund, Vanguard LifeStrategy Moderate Growth Fund, Vanguard Mid-Cap Index Fund, Vanguard Morgan Growth Fund, Vanguard Total Stock Market Fund, and the Vanguard Total Bond Market Index Fund are valued at fair value as determined by quoted market prices.

Investments in the Vanguard Prime Money Market Fund are valued at estimated fair value as determined by Vanguard Fiduciary Trust Company (VFTC). Investments in the Union Pacific Fixed Income Fund include synthetic guaranteed investment contracts (GIC) and benefit responsive investment contracts, which are valued at fair value and adjusted to contract value. Fair value of the underlying investments is determined by the issuer of the synthetic GIC based on quoted market prices and a fair value of estimate of the wrapper contract. Fair market value of the wrapper is estimated by converting the basis points assigned to the wrap fees into dollars. The fully benefit-responsive investment contracts are stated at fair value and then adjusted to contract value. Fair value of the contracts is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations..

Dividend income is recorded as of the ex-dividend date. Interest income is recorded on the accrual basis. Security transactions are recorded as of the trade date.

***Distributions to Participants*** – Distributions are recorded when paid.

***Excess Contributions Payable*** – The Plan is required to return contributions received during the plan year in excess of the IRC limits.

***Adoption of new Accounting Guidance***—The financial statements reflect the retroactive adoption of Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the “FSP”). As required by the FSP, the statements of net assets available for benefits presents investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit contracts from fair value to contract value. The statement of changes in net assets available for benefit is

presented on a contract value basis and was not affected by the adoption of the FSP. The adoption of the FSP did not impact the amount of net assets available for benefits at December 31, 2005.

### 3. MASTER TRUSTS

At December 31, 2006 and 2005, the Plan participated in Master Trusts with other retirement plans administered by the Corporation. A Master Trust was established for the purpose of investing in the Union Pacific Fixed Income Fund (Master Trust A). Another Master Trust was established for the purpose of investing in Union Pacific common stock (Master Trust B). The investment assets of the Master Trusts are held at VFTC. Use of the Master Trusts permits the commingling of the trust assets of a number of benefit plans of the Corporation and its subsidiaries for investment and administrative purposes. Although assets are commingled in the Master Trusts, VFTC maintains supporting records for the purpose of allocating the net investment income (loss) of the investment accounts to the various participating plans. The investment valuation methods for investments held by the Master Trusts are discussed in Note 2.

Effective December 31, 2005, Master Trust A, Master Trust B, and various other trusts holding assets of benefit plans sponsored by Union Pacific Corporation, its subsidiaries, or its affiliates and for which VFTC is the trustee, were merged into a single Master Trust, Master Trust B.

The Plan had no interest in Master Trust A as of December 31, 2006 and 2005. The Plan's interest in Master Trust B, as a percentage of net assets held by Master Trust B, is presented in the following table as of December 31:

<b>Master Trust B</b>	<b>2006</b>	<b>2005</b>
<b>Investments at fair value as determined by quoted market price:</b>		
Common stocks	\$ 294,081,545	\$ 253,206,077
Mutual funds	<u>1,458,131,587</u>	<u>1,254,230,868</u>
	<u>1,752,213,132</u>	<u>1,507,436,945</u>
<b>Investments at estimated fair value:</b>		
Guaranteed investment contracts	384,315,774	401,317,068
Money market mutual funds	<u>64,620,318</u>	<u>49,432,336</u>
	448,936,092	450,749,404
<b>Adjustments from fair value to contract value for fully benefit-responsive investment contracts</b>	<u>4,761,536</u>	<u>4,680,120</u>
Investments in Master Trust B	<u>\$2,205,910,760</u>	<u>\$1,962,866,469</u>
Plan's portion of investments	<u>\$ 1,844,512</u>	<u>\$ 1,510,801</u>

Investment income for Master Trust A for the year ended December 31, 2005 is as follows:

<b>Master Trust A investment income:</b>	
Total interest income of Master Trust A	<u>\$16,147,678</u>
Plan's portion of Master Trust A investment income	<u>\$ 1,749</u>

Investment income for Master Trust B for the years ended December 31, 2006 and 2005 is as follows:

<b>Master Trust B investment income:</b>	<b>2006</b>	<b>2005</b>
<b>Net appreciation in fair value of investments:</b>		
<b>Investments at fair value as determined by quoted market price:</b>		
Common stocks	\$ 37,509,525	\$ 14,760,847
Mutual funds	<u>120,943,125</u>	<u>-</u>
	158,452,650	14,760,847
Interest and dividends	<u>82,632,445</u>	<u>1,347,000</u>
 Total investment income of Master Trust B	 <u>\$ 241,085,095</u>	 <u>\$ 16,107,847</u>
 Plan's portion of Master Trust B investment income	 <u>\$ 217,416</u>	 <u>\$ 49,166</u>

While the Plan participates in the Master Trusts, each participant's account is allocated earnings (or losses) consistent with the performance of the funds in which the participant has elected to invest. Therefore, the investment income of the Master Trusts may not be allocated evenly among the plans participating in the Master Trusts.

The Master Trust provides a stable value investment option (the Union Pacific Fixed Income Fund) to participants that includes synthetic guaranteed investment contracts and fully benefit responsive investment contracts. Synthetic GICs simulate the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the plan. The synthetic GIC contracts include underlying assets which are held in trust owned by the plan and utilizes benefit-responsive wrapper contracts from various issuers. Fully benefit-responsive investment contracts are maintained in a general account by VFTC, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value and is then adjusted to the contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contract has certain restrictions that impact the ability to collect the full contract value. Plan management believes that the occurrence of events that would cause the plan to transact at less than contract value is not probable. VFTC may not terminate the contract at any amount less than contract value.

VFTC is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contract will track current market yields on a trailing basis.

	<b>2006</b>	<b>2005</b>
Average yields:		
Based on annualized earnings	4.16 %	4.08 %
Based on range of interest rate credited to participants	2.50 % to 5.58 %	2.85 % to 6.61 %

**4. INVESTMENTS**

No mutual funds were held at December 31, 2006 and 2005. During 2005, the Plan's investments in mutual funds (including investments bought and sold, as well as held during the year) appreciated in value by \$39,571.

**5. TAX STATUS**

The Plan obtained a tax determination letter dated April 24, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. Plan management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**6. PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under the Plan, at any time, to terminate the Plan subject to the provisions of ERISA. Regardless of such actions, the principal and income of the Plan remains for the exclusive benefit of the Plan's participants and beneficiaries. The Company may direct VFTC either to distribute the Plan's assets to the participants, or to continue the trust and distribute benefits as though the Plan had not been terminated.

**7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

Plan investments include the Union Pacific Common Stock Fund which is invested in the common stock of the Corporation. The Corporation is the parent holding company of the Plan sponsor and, therefore, these transactions qualify as party-in-interest transactions.

The Plan also invests in various funds managed by VFTC. VFTC is the Trustee as defined by the Plan and, therefore, the related transactions qualify as party-in-interest transactions.

**8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2006.

	2006
Net assets available for benefits per the financial statements	\$ 1,841,810
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(789)</u>
Net assets available for benefits per the Form 5500, at fair value	<u>\$ 1,841,021</u>

**END**