

Tennison Lynden L  
Form 3  
August 01, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |   |  |  |   |   |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Tennison Lynden L</p> <p>(Last) (First) (Middle)</p> <p>1400 DOUGLAS STREET</p> <p>(Street)</p> <p>OMAHA,Â NEÂ 68179</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UNION PACIFIC CORP [UNP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>EVP &amp; CHIEF STRATEGY OFFICER</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <u>(1)</u>            | 62,428   | D   | Â  |
| Common Stock <u>(2)</u>            | 3,537.8434   | I   | by Managed Account                                       |
| Common Stock                       | 28,004   | I   | by Spouse  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

## Edgar Filing: Tennison Lynden L - Form 3

|  | Date Exercisable          | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Non-Qualified Stock Option (right to buy) <sup>(3)</sup> | 02/04/2017 <sup>(3)</sup> | 02/04/2026      | Common Stock        | 40,488                     | \$ 75.52                     | D  | Â          |
| Non-Qualified Stock Option (right to buy) <sup>(3)</sup> | 02/06/2015 <sup>(3)</sup> | 02/06/2024      | Common Stock        | 21,810                     | \$ 87.56                     | D  | Â          |
| Non-Qualified Stock Option (right to buy) <sup>(3)</sup> | 02/02/2018 <sup>(3)</sup> | 02/02/2027      | Common Stock        | 26,385                     | \$ 107.3                     | D  | Â          |
| Non-Qualified Stock Option (right to buy) <sup>(3)</sup> | 02/05/2016 <sup>(3)</sup> | 02/05/2025      | Common Stock        | 21,960                     | \$ 122.85                    | D  | Â          |
| Non-Qualified Stock Option (right to buy) <sup>(3)</sup> | 02/08/2019 <sup>(3)</sup> | 02/08/2028      | Common Stock        | 22,122                     | \$ 124.86                    | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Tennison Lynden L<br>1400 DOUGLAS STREET<br>OMAHA, NE 68179 | Â             | Â         | Â EVP & CHIEF STRATEGY OFFICER | Â     |

## Signatures

By: Trevor L. Kingston, Attorney-in-Fact For: Lynden L. Tennison 08/01/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes unvested restricted stock units and unvested Long Term Plan performance units.
- (2) Includes holdings in employee 401(k) benefit plan as of Transaction Date.
- (3) This option becomes exercisable in three equal installments starting one year from the grant date.

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.