



DIVISION OF  
CORPORATION FINANCE

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

September 24, 2025

V. James Vena  
Chief Executive Officer  
UNION PACIFIC CORP  
1400 Douglas Street  
Omaha, Nebraska 68179

**Re: UNION PACIFIC CORP**  
**Registration Statement on Form S-4**  
**Filed September 16, 2025**  
**File No. 333-290282**

Dear V. James Vena:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Irene Barberena-Meissner at 202-551-6548 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Brandon Van Dyke, Esq.