

UNION PACIFIC CORP  
Form 8-K  
December 21, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) :** December 21, 2004

Union Pacific Corporation

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**(Exact Name of Registrant as Specified in its Charter)**

Utah <b>(State or Other</b>	1-6075 <b>(Commission</b>	13-2626465 <b>(I.R.S. Employer</b>
<b>Jurisdiction</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>of Incorporation)</b>		
1400 Douglas Street, Omaha, Nebraska <b>(Address of Principal Executive Offices)</b>		68179 <b>(Zip Code)</b>

**Registrant's telephone number, including area code:** (402) 544-5000

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**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On December 21, 2004, Union Pacific Corporation (the Company ) issued a press release announcing a non-cash asbestos charge and updating the Company s earnings guidance for the fourth quarter of 2004. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 21, 2004

UNION PACIFIC CORPORATION

By: /s/ Robert M. Knight, Jr.  
Robert M. Knight, Jr.  
Executive Vice President Finance  
and Chief Financial Officer

**EXHIBIT INDEX**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
99.1	Press Release of Union Pacific Corporation dated December 21, 2004.