

UNION PACIFIC CORP  
Form 8-K  
May 16, 2014

**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): May 16, 2014 (May 15, 2014)**

**Union Pacific Corporation**

**(Exact name of registrant as specified in its charter)**

**Utah**  
**(State or other jurisdiction**  
**of Incorporation)**

**1-6075**  
**(Commission**  
**File Number)**

**13-2626465**  
**(IRS Employer**  
**Identification No.)**

**1400 Douglas Street, Omaha, Nebraska**

**68179**

(Address of principal executive offices)

(Zip Code)

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

N/A

(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):

- .. 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 8.01 Other Events.**

On May 15, 2014, Union Pacific Corporation (the Company) issued a press release announcing that the Board of Directors (the Board) approved a 2-for-1 stock split in the form of a stock dividend, which will be paid on June 6, 2014, to shareholders of record on May 27, 2014. The press release also announced that the Company declared a quarterly dividend of 91 cents per share (45.5 cents per share on a post-split basis), payable on July 1, 2014, to shareholders of record on June 16, 2014. The quarterly cash dividend, which is payable after the stock dividend, is equivalent to the cash dividend paid by the Company on April 1, 2014. Finally, the release also announced that the Board authorized the Company to increase its capital expenditures in 2014 to \$4.1 billion from \$3.9 billion. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of Union Pacific Corporation, dated May 15, 2014.

**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: May 16, 2014

UNION PACIFIC CORPORATION

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