

UNION PACIFIC CORP  
Form FWP  
October 26, 2015

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-201958**

**Pricing Term Sheet**

**October 26, 2015**

**Union Pacific Corporation**

**4.375% Notes due 2065**

Issuer:	Union Pacific Corporation
Ratings (Moody's/S&P):	A3 / A*
Principal Amount:	\$400,000,000
Trade Date:	October 26, 2015
Settlement Date:	October 29, 2015 (T+3)
Maturity:	November 15, 2065
Interest Payment Dates:	May 15 and November 15, commencing on May 15, 2016
Coupon:	4.375%
Price to Public:	96.043% of Principal Amount
Yield to Maturity:	4.577%
Benchmark Treasury:	UST 3.000% due May 15, 2045
Benchmark Treasury Price / Yield:	102-14 / 2.877%
Spread to Benchmark Treasury:	+170 basis points
Optional Redemption Provisions:	
Make-Whole Call:	At any time prior to May 15, 2065, at the greater of 100% or the make-whole amount at a discount rate equal to the Treasury Rate plus 30 basis points plus accrued and unpaid interest to the date of redemption.

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Par Call: At any time on or after May 15, 2065, at 100% plus accrued and unpaid interest to the date of redemption.

Change of Control: Upon the occurrence of a Change of Control Repurchase Event, we will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase.

CUSIP / ISIN: 907818EG9 / US907818EG97

Denominations: \$1,000 x \$1,000

Concurrent Debt Offering: The Issuer is also offering \$200,000,000 of reopened 3.250% Senior Notes due 2025 and \$500,000,000 of 4.050% Senior Notes due 2045.

Joint Book-Running Managers: Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Credit Suisse Securities (USA) LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

Senior Co-Managers: J.P. Morgan Securities LLC  
Morgan Stanley & Co. LLC

Co-Managers: Mitsubishi UFJ Securities (USA), Inc.  
SunTrust Robinson Humphrey, Inc.  
U.S. Bancorp Investments, Inc.  
Wells Fargo Securities, LLC  
BNY Mellon Capital Markets, LLC  
Loop Capital Markets LLC  
Mizuho Securities USA Inc.  
PNC Capital Markets LLC

**\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc., toll-free at 1-888-603-5847, calling Citigroup Global Markets Inc., toll-free at 1-800-831-9146, calling Credit Suisse Securities (USA) LLC, toll-free at 1-800-221-1037, or calling Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll-free at 1-800-294-1322.**

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