

UNION PACIFIC CORP
Form FWP
March 12, 2013

Filed Pursuant to Rule 433

Registration Statement No. 333-186548

Pricing Term Sheet

March 12, 2013

Union Pacific Corporation

4.250% Notes due 2043

Issuer:	Union Pacific Corporation
Size:	\$325,000,000
Maturity:	April 15, 2043
Coupon:	4.250%
Price to Public:	98.608% of face amount
Yield to Maturity:	4.333%
Spread to Benchmark Treasury:	+110 basis points
Benchmark Treasury:	UST 2.750% due November 15, 2042
Benchmark Treasury Yield:	3.233%
Interest Payment Dates:	April 15 and October 15, commencing on October 15, 2013
Redemption Provisions:	
Make-Whole Call:	At any time prior to October 15, 2042 at the greater of 100% or the make-whole amount at a discount rate equal to the Treasury Rate plus 20 basis points plus accrued and unpaid interest to the date of repurchase.
Par Call:	At any time on or after October 15, 2042 at 100% plus accrued and unpaid interest to the date of repurchase.
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.
Trade Date:	March 12, 2013
Settlement Date:	March 15, 2013 (T+3)
CUSIP / ISIN:	907818 DP0 / US907818DP06
Denominations:	\$1,000 x \$1,000
Ratings (Moody's / S&P):	Baa1 / A-
Underwriters:	<i>Joint Book-Running Managers:</i>

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Senior Co-Managers:

Barclays Capital Inc.

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Credit Suisse Securities (USA) 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

Mizuho Securities USA Inc.

PNC Capital Markets LLC

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