

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): July 24, 2007

Burlington Northern Santa Fe Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-11535
(Commission File Number)

41-1804964
(I.R.S. Employer
Identification No.)

2650 Lou Menk Drive
Fort Worth, Texas 76131
(Address of principal executive offices) (Zip Code)

(800) 795-2673
(Registrant's telephone number, including area code)

(Not Applicable)
(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))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 2.02 Results of Operations and Financial Condition

On July 24, 2007, Burlington Northern Santa Fe Corporation issued a press release announcing its second quarter 2007 operating results. The press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

See Exhibits index included herewith.

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.

BURLINGTON NORTHERN SANTA FE CORPORATION

Date: July 24, 2007

By: /s/ Thomas N. Hund
Thomas N. Hund
Executive Vice President and
Chief Financial Officer

BURLINGTON NORTHERN SANTA FE CORPORATION

INDEX OF EXHIBITS

**Exhibit
Number**

Description

99.1 Burlington Northern Santa Fe Corporation press release dated July 24, 2007.



NEWS

Investor Contact: Marsha Morgan
(817) 352-6452

FOR IMMEDIATE RELEASE

Media Contact: Mary Jo Keating
(817) 867-6407

Burlington Northern Santa Fe Reports Second Quarter Results

- Freight revenues were \$3.74 billion for the second quarter and were 4 percent, or \$144 million higher compared with the second quarter of 2006.
- Operating income was \$841 million, compared to second-quarter 2006 operating income of \$864 million. The decrease in operating income reflects a \$93 million increase in fuel expense principally resulting from a decline in fuel hedge benefit of \$122 million.
- Quarterly earnings were \$1.20 per diluted share, compared to second-quarter 2006 earnings of \$1.27 per diluted share (which included a \$0.04 benefit from lower income tax rates).

FORT WORTH, Texas, July 24, 2007 - Burlington Northern Santa Fe Corporation (BNSF) (NYSE: BNI) today reported quarterly earnings of \$1.20 per diluted share, compared with second-quarter 2006 earnings of \$1.27 per diluted share (which included a \$0.04 benefit from lower income tax rates).

“We are optimistic about the long-term outlook for the Company. We continue to work with our customers to enhance the value of our transportation services, while maintaining our focus on maximizing our return on invested capital,” said Matthew K. Rose, BNSF Chairman, President and Chief Executive Officer.

Second-quarter 2007 freight revenues increased \$144 million, or 4 percent, to a second-quarter record of \$3.74 billion compared with \$3.59 billion in the prior year. The 4-percent increase in revenue is primarily attributable to improved yields.

Coal revenues rose by \$63 million, or 9 percent, to \$776 million. Coal unit volumes were relatively flat principally due to mine production and weather-related issues. Industrial Products revenues increased by \$39 million, or 4 percent, to \$950 million on flat unit volumes and improved yields. Continued strong demand for petroleum products, chemicals and plastic products was offset by a decline in building and construction products as a result of weakness in the housing market. Agricultural Products revenues were up \$48 million, or 9 percent, to \$610 million, predominately from revenue growth in ethanol, fertilizer, soybeans and bulk foods. Consumer Products revenues of \$1.40 billion were relatively flat for the second quarter of 2007 on a 7-percent reduction in unit volumes.

Operating expenses for the second quarter of 2007 were \$3.00 billion compared with second-quarter 2006 operating expenses of \$2.84 billion. The \$165 million increase in operating expenses was primarily driven by higher fuel expenses of \$93 million principally due to a declining fuel-hedge position.

Burlington Northern Santa Fe Corporation's subsidiary BNSF Railway Company operates one of the largest North American rail networks, with about 32,000 route miles in 28 states and two Canadian provinces. BNSF Railway Company is among the world's top transporters of intermodal traffic, moves more grain than any other American railroad, carries the components of many of the products we depend on daily, and hauls enough low-sulfur coal to generate about ten percent of the electricity produced in the United States. BNSF Railway Company is an industry leader in Web-enabling a variety of customer transactions at www.bnsf.com.

Financial information follows:

Burlington Northern Santa Fe Corporation
Consolidated Income Information

(Dollars in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006 (As Adjusted)*	2007	2006 (As Adjusted)*
Operating revenues				
Freight revenues	\$ 3,736	\$ 3,592	\$ 7,280	\$ 6,961
Other revenues	107	109	208	203
Total operating revenues	<u>3,843</u>	<u>3,701</u>	<u>7,488</u>	<u>7,164</u>
Operating expenses				
Compensation and benefits	925	928	1,857	1,847
Fuel	771	678	1,423	1,239
Purchased services	507	481	1,009	945
Depreciation and amortization	322	290	629	579
Equipment rents	237	232	469	463
Materials and other (a)	240	228	566	434
Total operating expenses	<u>3,002</u>	<u>2,837</u>	<u>5,953</u>	<u>5,507</u>
Operating income	841	864	1,535	1,657
Interest expense	132	118	253	239
Other expense, net	<u>6</u>	<u>11</u>	<u>11</u>	<u>20</u>
Income before income taxes	703	735	1,271	1,398
Income tax expense	<u>270</u>	<u>264</u>	<u>489</u>	<u>517</u>
Net income	<u>\$ 433</u>	<u>\$ 471</u>	<u>\$ 782</u>	<u>\$ 881</u>
Diluted earnings per share	<u>\$ 1.20</u>	<u>\$ 1.27</u>	<u>\$ 2.16</u>	<u>\$ 2.36</u>
Diluted average shares outstanding (in millions)	<u>360.8</u>	<u>370.7</u>	<u>362.2</u>	<u>373.7</u>
Operating ratio (b)	<u>77.5%</u>	<u>75.9%</u>	<u>78.9%</u>	<u>76.2%</u>

(a) 2007 includes a first-quarter charge of \$81 million for additional environmental expenses and a technology system write-off.

(b) Calculated as total operating expenses less other revenues divided by freight revenues.

* Prior year numbers have been adjusted for the retrospective adoption of the Financial Accounting Standards Board Staff Position (FSP) AUG AIR-1, *Accounting for Planned Major Maintenance Activities*.

Burlington Northern Santa Fe Corporation
Consolidated Balance Sheet Information

(Dollars in millions, except per share amounts)

	June 30,	December 31,
	2007	2006
		(As Adjusted)*
Assets		
Current assets:		
Cash and cash equivalents	\$ 393	\$ 375
Accounts receivable, net	788	805
Materials and supplies	522	488
Current portion of deferred income taxes	353	345
Other current assets	286	168
Total current assets	<u>2,342</u>	<u>2,181</u>
Property and equipment, net	28,632	27,921
Other assets	<u>1,880</u>	<u>1,695</u>
Total assets	\$ <u>32,854</u>	\$ <u>31,797</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and other current liabilities	\$ 2,968	\$ 2,853
Long-term debt due within one year	<u>392</u>	<u>473</u>
Total current liabilities	3,360	3,326
Long-term debt and commercial paper	7,576	6,912
Deferred income taxes	8,316	8,298
Casualty and environmental liabilities	853	830
Pension and retiree health and welfare liability	608	604
Employee separation costs	83	86
Other liabilities	<u>1,389</u>	<u>1,213</u>
Total liabilities	<u>22,185</u>	<u>21,269</u>
Stockholders' equity:		
Common stock and additional paid-in capital	7,260	6,995
Retained earnings	10,330	9,739
Treasury stock and other	<u>(6,921)</u>	<u>(6,206)</u>
Total stockholders' equity	<u>10,669</u>	<u>10,528</u>
Total liabilities and stockholders' equity	\$ <u>32,854</u>	\$ <u>31,797</u>
Book value per share	<u>\$ 30.19</u>	<u>\$ 29.42</u>
Common shares outstanding (in millions)	<u>353.4</u>	<u>357.9</u>
Net debt to total capitalization (a)	<u>41.5%</u>	<u>40.0%</u>

(a) Net debt is calculated as total debt less cash and cash equivalents, and capitalization is calculated as the sum of net debt and total stockholders' equity.

* Prior year numbers have been adjusted for the retrospective adoption of FSP AUG AIR-1, *Accounting for Planned Major Maintenance Activities*.

Burlington Northern Santa Fe Corporation
Consolidated Cash Flow Information

(in millions)

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2007	2006	2007	2006
		<i>(As Adjusted)*</i>		<i>(As Adjusted)*</i>
Operating activities				
Net income	\$ 433	\$ 471	\$ 782	\$ 881
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	322	290	629	579
Deferred income taxes	62	59	114	115
Long-term casualty and environmental liabilities, net	(9)	(21)	33	(39)
Other, net	50	27	72	14
Change in accounts receivable sales program	(300)	50	-	200
Other changes in working capital	(130)	(110)	(54)	(185)
Net cash provided by operating activities	<u>428</u>	<u>766</u>	<u>1,576</u>	<u>1,565</u>
Investing activities				
Capital expenditures	(615)	(569)	(1,152)	(1,024)
Other, net	<u>112</u>	<u>39</u>	<u>(182)</u>	<u>(257)</u>
Net cash used for investing activities	<u>(503)</u>	<u>(530)</u>	<u>(1,334)</u>	<u>(1,281)</u>
Financing activities				
Dividends paid	(89)	(73)	(179)	(147)
Purchase of BNSF common stock	(360)	(261)	(709)	(375)
Proceeds from stock options exercised	60	25	115	87
Other, net	<u>465</u>	<u>58</u>	<u>549</u>	<u>149</u>
Net cash provided by (used for) financing activities	<u>76</u>	<u>(251)</u>	<u>(224)</u>	<u>(286)</u>
Increase (decrease) in cash and cash equivalents	1	(15)	18	(2)
Cash and cash equivalents:				
Beginning of period	392	88	375	75
End of period	<u>\$ 393</u>	<u>\$ 73</u>	<u>\$ 393</u>	<u>\$ 73</u>

* Prior year numbers have been adjusted for the retrospective adoption of FSP AUG AIR-1, *Accounting for Planned Major Maintenance Activities*.

Burlington Northern Santa Fe Corporation
Operating Statistics*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006 (As Adjusted)*	2007	2006 (As Adjusted)*
Cars/units (in thousands)	2,581	2,679	5,088	5,200
Average revenues per car/unit	\$ 1,448	\$ 1,341	\$ 1,431	\$ 1,339
Revenue ton miles (in millions)	163,428	163,207	320,691	317,503
Gross ton miles (in millions)	279,535	281,931	549,618	550,111
RTM/GTM	0.58	0.58	0.58	0.58
Freight revenue/thousand RTM	\$ 22.86	\$ 22.01	\$ 22.70	\$ 21.92
Operating expense/thousand RTM (a)	\$ 18.37	\$ 17.38	\$ 18.56	\$ 17.34
Freight revenue/thousand GTM	\$ 13.37	\$ 12.74	\$ 13.25	\$ 12.65
Operating expense/thousand GTM (a)	\$ 10.74	\$ 10.06	\$ 10.83	\$ 10.01
Compensation and benefits/thousand GTM	\$ 3.31	\$ 3.29	\$ 3.38	\$ 3.36
Average employees	41,763	41,847	41,488	41,260
Period end employees	41,595	42,357	41,595	42,357
Thousand RTM/average employee	3,913	3,900	7,730	7,695
Thousand GTM/average employee	6,693	6,737	13,248	13,333
Gallons of fuel used (in millions)	356	370	716	730
Average price per gallon of fuel (b)	\$ 2.17	\$ 1.83	\$ 1.99	\$ 1.70
GTM/gallon of fuel	785	762	768	754
Freight train miles (in millions)	42	43	83	85
GTM/freight train hours (in thousands)	126	122	125	122
Route miles operated	32,332	31,943	32,332	31,943

- (a) 2007 includes a first-quarter charge of \$81 million for additional environmental expenses and a technology system write-off.
(b) Includes handling, taxes and hedge effect.

* Prior year numbers have been adjusted for the retrospective adoption of FSP AUG AIR-1, *Accounting for Planned Major Maintenance Activities*. Certain comparative prior period amounts have also been adjusted to conform to the current period presentation.

Burlington Northern Santa Fe Corporation
Revenue Statistics by Commodity*

	Three Months			Six Months		
	Ended June 30,		Percent Change	Ended June 30,		Percent Change
Revenues (in millions)	2007	2006		2007	2006	
Domestic Intermodal	\$ 610	\$ 637	(4.2)%	\$ 1,196	\$ 1,217	(1.7)%
International Intermodal	663	649	2.2	1,273	1,206	5.6
Automotive	127	120	5.8	243	234	3.8
Total Consumer Products	1,400	1,406	(0.4)	2,712	2,657	2.1
Industrial Products	950	911	4.3	1,796	1,753	2.5
Coal	776	713	8.8	1,536	1,392	10.3
Agricultural Products	610	562	8.5	1,236	1,159	6.6
Total freight revenue	3,736	3,592	4.0	7,280	6,961	4.6
Other revenue	107	109	(1.8)	208	203	2.5
Total revenues	\$ 3,843	\$ 3,701	3.8 %	\$ 7,488	\$ 7,164	4.5 %
Cars/units (in thousands)						
Domestic Intermodal	510	532	(4.1)%	1,017	1,046	(2.8)%
International Intermodal	746	818	(8.8)	1,473	1,545	(4.7)
Automotive	44	45	(2.2)	85	90	(5.6)
Total Consumer Products	1,300	1,395	(6.8)	2,575	2,681	(4.0)
Industrial Products	431	433	(0.5)	821	844	(2.7)
Coal	611	613	(0.3)	1,205	1,194	0.9
Agricultural Products	239	238	0.4	487	481	1.2
Total cars/units	2,581	2,679	(3.7)%	5,088	5,200	(2.2)%
Average revenue per car/unit						
Domestic Intermodal	\$ 1,196	\$ 1,197	(0.1)%	\$ 1,176	\$ 1,163	1.1 %
International Intermodal	889	793	12.1	864	781	10.6
Automotive	2,886	2,667	8.2	2,859	2,600	10.0
Total Consumer Products	1,077	1,008	6.8	1,053	991	6.3
Industrial Products	2,204	2,104	4.8	2,188	2,077	5.3
Coal	1,270	1,163	9.2	1,275	1,166	9.3
Agricultural Products	2,552	2,361	8.1	2,538	2,410	5.3
Average revenue per car/unit	\$ 1,448	\$ 1,341	8.0 %	\$ 1,431	\$ 1,339	6.9 %
Revenue ton miles (in millions)						
Domestic Intermodal	12,836	13,444	(4.5)%	25,424	26,408	(3.7)%
International Intermodal	21,313	21,594	(1.3)	41,633	40,786	2.1
Automotive	1,629	1,542	5.6	3,093	3,023	2.3
Total Consumer Products	35,778	36,580	(2.2)	70,150	70,217	(0.1)
Industrial Products	30,628	31,167	(1.7)	58,364	60,941	(4.2)
Coal	69,307	68,151	1.7	135,741	131,200	3.5
Agricultural Products	27,715	27,309	1.5	56,436	55,145	2.3
Total revenue ton miles	163,428	163,207	0.1 %	320,691	317,503	1.0 %
Freight revenue per thousand ton miles						
Domestic Intermodal	\$ 47.52	\$ 47.38	0.3 %	\$ 47.04	\$ 46.08	2.1 %
International Intermodal	31.11	30.05	3.5	30.58	29.57	3.4
Automotive	77.96	77.82	0.2	78.56	77.41	1.5
Total Consumer Products	39.13	38.44	1.8	38.66	37.84	2.2
Industrial Products	31.02	29.23	6.1	30.77	28.77	7.0
Coal	11.20	10.46	7.1	11.32	10.61	6.7
Agricultural Products	22.01	20.58	6.9	21.90	21.02	4.2
Freight revenue per thousand ton miles	\$ 22.86	\$ 22.01	3.9 %	\$ 22.70	\$ 21.92	3.6 %

* Certain comparative prior period amounts have been adjusted to conform to the current period presentation.

Burlington Northern Santa Fe Corporation
Capital Expenditures and Track Maintenance

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2007	2006	2007	2006
Capital expenditures (in millions)				
Maintenance of way				
Rail	\$ 117	\$ 101	\$ 199	\$ 156
Ties	100	90	178	154
Surfacing	78	65	126	103
Other	102	109	205	204
Total maintenance of way	<u>397</u>	<u>365</u>	<u>708</u>	<u>617</u>
Mechanical	36	42	62	85
Information services	20	18	36	34
Other	24	29	51	60
Total maintenance of business	<u>477</u>	<u>454</u>	<u>857</u>	<u>796</u>
Terminal and line expansion	<u>138</u>	<u>115</u>	<u>295</u>	<u>228</u>
Total capital expenditures	<u>\$ 615</u>	<u>\$ 569</u>	<u>\$ 1,152</u>	<u>\$ 1,024</u>
Track maintenance				
Track miles of rail laid				
Maintenance of business	246	246	371	353
Expansion projects	<u>51</u>	<u>29</u>	<u>72</u>	<u>60</u>
Total	<u>297</u>	<u>275</u>	<u>443</u>	<u>413</u>
Cross ties inserted (thousands)				
Maintenance of business	818	738	1,482	1,311
Expansion projects	<u>133</u>	<u>101</u>	<u>187</u>	<u>193</u>
Total	<u>951</u>	<u>839</u>	<u>1,669</u>	<u>1,504</u>
Track resurfaced (miles)	<u>4,234</u>	<u>4,211</u>	<u>6,370</u>	<u>6,742</u>