

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)
Stock Option (Right to Buy) ⁽⁶⁾	\$105.23	05/01/2008		A		8,390		(6)	05/01/2018	Common Stock, \$0.01 par value	8,390	\$ 0	8,390	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BISCHLER, PAUL W. 2650 Lou Menk Drive Fort Worth, TX 76131-2830			VP & Controller	

Signatures

/s/ Paul W. Bischler, by Jeffrey T. Williams, Attorney-in-Fact

05/05/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person received a grant of 1,100 restricted stock units on May 2, 2005 pursuant to the Burlington Northern Santa Fe 1999 Stock Incentive Plan (the "1999 Plan"). The 1999 Plan provided for (1) the lapse of restrictions on the restricted stock units on May 2, 2008; the reporting person elected to surrender 290 shares, to satisfy tax withholding liabilities, incident to the lapse of restrictions in accordance with Rule 16b-3.

(2) Represents performance-based restricted stock units that have vested and are paid out in shares of common stock.

(3) The reporting person elected to surrender 290 shares upon vesting of performance-based restricted stock units, to satisfy tax withholding liabilities, incident to the lapse of restrictions in accordance with Rule 16b-3.

(4) Represents performance stock that has vested and is paid out in shares of common stock.

(5) The reporting person elected to surrender 162 shares upon vesting of performance stock, to satisfy tax withholding liabilities, incident to the lapse of restrictions in accordance with Rule 16b-3.

(6) Stock option grant with tandem withholding rights pursuant to the 1999 Plan in a transaction exempt under Rule 16b-3 which vests ratably over a three year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.