

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * ICE, CARL R. (Last) (First) (Middle) Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive (Street) Fort Worth, TX 76131-2830 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BURLINGTON NORTHERN SANTA FE CORP [BNI] 3. Date of Earliest Transaction (Month/Day/Year) 05/09/2008 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP and COO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	05/09/2008		S		3,213	D	\$103	92,922	D	
Common Stock, \$0.01 par value	05/09/2008		S		800	D	\$103.07	92,122	D	
Common Stock, \$0.01 par value	05/09/2008		S		700	D	\$103.02	91,422	D	
Common Stock, \$0.01 par value	05/09/2008		S		500	D	\$103.08	90,922	D	
Common Stock, \$0.01 par value	05/09/2008		S		700	D	\$103.06	90,222	D	
Common Stock, \$0.01 par value	05/09/2008		S		400	D	\$103.05	89,822	D	
Common Stock, \$0.01 par value	05/09/2008		S		900	D	\$103.04	88,922	D	
Common Stock, \$0.01 par value	05/09/2008		S		957	D	\$103.13	87,965	D	
Common Stock, \$0.01 par value	05/09/2008		S		243	D	\$103.13	87,722	D	
Common Stock, \$0.01 par value	05/09/2008		S		800	D	\$103.15	86,922	D	
Common Stock, \$0.01 par value	05/09/2008		S		500	D	\$103.21	86,422	D	
Common Stock, \$0.01 par value	05/09/2008		S		400	D	\$103.09	86,022	D	
Common Stock, \$0.01 par value	05/09/2008		S		800	D	\$103.11	85,222	D	
Common Stock, \$0.01 par value	05/09/2008		S		400	D	\$103.12	84,822	D	
Common Stock, \$0.01 par value	05/09/2008		S		300	D	\$103.01	84,522	D	
Common Stock, \$0.01 par value	05/09/2008		S		300	D	\$103.14	84,222	D	
Common Stock, \$0.01 par value	05/09/2008		S		100	D	\$103.17	84,122	D	

Common Stock, \$0.01 par value	05/09/2008		S	400	D	\$103.2	83,722		D	
Common Stock, \$0.01 par value	05/09/2008		S	1,000	D	\$103	82,722		D	
Common Stock, \$0.01 par value							620		I	by son
Common Stock, \$0.01 par value							620		I	by daughter

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICE, CARL R. Burlington Northern Santa Fe Corporation 2650 Lou Menk Drive Fort Worth, TX 76131-2830			Executive VP and COO	

Signatures

/s/ Carl R. Ice by Jeffrey T. Williams as Attorney-in-Fact

05/12/2008

**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).

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

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