

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 * ROSE MATTHEW K <small>(Last) (First) (Middle)</small> Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive <small>(Street)</small> Fort Worth, TX 76131-2830 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BURLINGTON NORTHERN SANTA FE CORP [BNI] 3. Date of Earliest Transaction (Month/Day/Year) 02/19/2008 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) <div style="text-align: center;">Chairman, Pres. and CEO</div> <hr/> 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	02/19/2008		F		41,115 <u>(1)</u>	D	\$89.11	449,283	D	
Common Stock, \$0.01 par value	02/21/2008		S		100	D	\$88.27	449,183	D	
Common Stock, \$0.01 par value	02/21/2008		S		16,734	D	\$88.25	432,449	D	
Common Stock, \$0.01 par value	02/21/2008		S		3,100	D	\$88.15	429,349	D	
Common Stock, \$0.01 par value	02/21/2008		S		9,141	D	\$88.11	420,208	D	
Common Stock, \$0.01 par value	02/21/2008		S		5,819	D	\$88.01	414,389	D	
Common Stock, \$0.01 par value	02/21/2008		S		37,559	D	\$88	376,830	D	
Common Stock, \$0.01 par value								1,457	I	Indirect by 401 (k)

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2.	3. Transaction	3A. Deemed	4.	5. Number of	6. Date Exercisable	7. Title and Amount of	8. Price of	9. Number	10.	11. Nature
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Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	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
ROSE MATTHEW K Burlington Northern Santa Fe Corporation 2650 Lou Menk Drive Fort Worth, TX 76131-2830	X		Chairman, Pres. and CEO	

Signatures

/s/ Matthew K. Rose, by Judy K. Carter, Attorney-in-Fact

02/21/2008

**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 113,568 shares of restricted stock on 02/16/2005 pursuant to the Burlington Northern Santa Fe 1999 Stock Incentive Plan (the "1999 Plan"). The 1999 Plan (1) provided for the lapse of restrictions on shares on 02/16/2008; the reporting person elected to withhold 41,115 shares, to satisfy tax withholding liabilities, incident to the lapse of restrictions in accordance with Rule 16b-3.

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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