

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROSE MATTHEW K			2. Issuer Name and Ticker or Trading Symbol BURLINGTON NORTHERN SANTA FE CORP [BNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) <div align="center">Chairman, Pres. and CEO</div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2008					
Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
Fort Worth, TX 76131-2830								
(City)	(State)	(Zip)	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	05/02/2008		F		14,215 <u>(1)</u>	D	\$104.24	362,615	D	
Common Stock, \$0.01 par value	05/02/2008		A		39,000 <u>(2)</u>	A	\$ 0	401,615	D	
Common Stock, \$0.01 par value	05/02/2008		F		14,215 <u>(3)</u>	D	\$104.24	387,400	D	
Common Stock, \$0.01 par value	05/02/2008		A		21,840 <u>(4)</u>	A	\$ 0	409,240	D	
Common Stock, \$0.01 par value	05/02/2008		F		7,960 <u>(5)</u>	D	\$104.24	401,280	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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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
Stock Option (Right to Buy) ⁽⁶⁾	\$105.23	05/01/2008		A		191,980		⁽⁶⁾	05/01/2018	Common Stock, \$0.01 par value	191,980	\$ 0	191,890	D	

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 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 39,000 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 (1) for the lapse of restrictions on the restricted stock units on May 2, 2008; the reporting person elected to surrender 14,215 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 14,215 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 7,960 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.

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