

# 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)

<b>1. Name and Address of Reporting Person *</b> <b>ROSE MATTHEW K</b>  <small>(Last) (First) (Middle)</small> <b>Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive</b>  <small>(Street)</small> <b>Fort Worth, TX 76131-2830</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>BURLINGTON NORTHERN SANTA FE CORP [BNI]</b>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <b>05/22/2008</b>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <div style="text-align: center;"><b>Chairman, Pres. and CEO</b></div> <hr/> <b>6. Individual or Joint/Group Filing</b> (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)
Common Stock, \$0.01 par value	05/22/2008		S		2,300	D	\$108	335,530	D	
Common Stock, \$0.01 par value	05/22/2008		S		320	D	\$108.0094	335,210	D	
Common Stock, \$0.01 par value	05/22/2008		S		200	D	\$108.03	335,010	D	
Common Stock, \$0.01 par value	05/22/2008		S		100	D	\$108.045	334,910	D	
Common Stock, \$0.01 par value	05/22/2008		S		200	D	\$108.055	334,710	D	
Common Stock, \$0.01 par value	05/22/2008		S		4,500	D	\$108.06	330,210	D	
Common Stock, \$0.01 par value	05/22/2008		S		1,000	D	\$108.14	329,210	D	
Common Stock, \$0.01 par value	05/22/2008		S		580	D	\$108.1469	328,630	D	
Common Stock, \$0.01 par value	05/22/2008		S		1,320	D	\$108.147	327,310	D	
Common Stock, \$0.01 par value	05/22/2008		S		1,300	D	\$108.15	326,010	D	
Common Stock, \$0.01 par value	05/22/2008		S		2,300	D	\$108.19	323,710	D	
Common Stock, \$0.01 par value	05/22/2008		S		400	D	\$108.195	323,310	D	
Common Stock, \$0.01 par value	05/22/2008		S		3,350	D	\$108.21	319,960	D	
Common Stock, \$0.01 par value	05/22/2008		S		100	D	\$108.23	319,860	D	
Common Stock, \$0.01 par value	05/22/2008		S		1,000	D	\$108.26	318,860	D	
Common Stock, \$0.01 par value	05/22/2008		S		1,030	D	\$108.3	317,830	D	
Common Stock, \$0.01 par value	05/22/2008		S		419	D	\$108.31	317,411	D	

Common Stock, \$0.01 par value	05/22/2008		S		1,200	D	\$108.4042	316,211	D	
Common Stock, \$0.01 par value	05/22/2008		S		400	D	\$108.43	315,811	D	
Common Stock, \$0.01 par value	05/22/2008		S		1,100	D	\$108.4791	314,711	D	
Common Stock, \$0.01 par value	05/22/2008		S		800	D	\$108.49	313,911	D	
Common Stock, \$0.01 par value	05/22/2008		G	V	9,175	D	\$ 0	304,736	D	
Common Stock, \$0.01 par value								1,461 <sup>(1)</sup>	I	Held 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	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 Jeffrey T. Williams, Attorney-in-Fact

05/27/2008

\*\*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).

**(1)** Based on May 20, 2008 balance.

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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