

Stock Option (Right to Buy)	\$64.97	04/27/2009		A	11,970	(4)	04/27/2019	Common Stock, \$0.01 par value	11,970	\$ 0	11,970	D	
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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

Paul W. Bischler, by Judy K. Carter, Attorney-in-Fact

**Signature of Reporting Person

04/29/2009

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) The reporting person received a grant of 1,000 time-based restricted stock units on April 27, 2006 pursuant to the Burlington Northern Santa Fe 1999 Stock Incentive Plan. The reporting person elected to surrender 264 shares to satisfy tax withholding liabilities incident to the lapse of restrictions on the restricted stock units on April 27, 2009.
- (2) The reporting person elected to surrender 338 shares upon vesting of 1,000 performance-based restricted stock units and 280 shares of performance stock to satisfy tax withholding liabilities.
- (3) Grant of restricted stock units payable in common stock pursuant to the Burlington Northern Santa Fe 1999 Stock Incentive Plan, which vest on April 28, 2014.
- (4) Stock option grant with tandem withholding rights pursuant to the Burlington Northern Santa Fe 1999 Stock Incentive Plan, which vests in three equal installments on April 27, 2010, April 27, 2011, and April 27, 2012.

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.