

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)	
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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 Judy K. Carter, Attorney-in-Fact

**Signature of Reporting Person

02/18/2009

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) Represents performance-based restricted stock units ("RSUs") and shares of performance stock fixed on February 17, 2009 based on confirmation of the satisfaction of certain performance criteria. Subject to continued employment, the RSUs and the performance stock will vest on April 27, 2009.

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.