



				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)
Stock Option (Right to Buy)	\$64.97	04/27/2009		A		277,460		(3)	04/27/2019	Common Stock, \$0.01 par value	277,460	\$ 0	277,460	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

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

04/29/2009

\*\*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) The reporting person received a grant of 29,550 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 10,770 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 13,785 shares upon vesting of 29,550 performance-based restricted stock units and 8,274 shares of performance stock to satisfy tax withholding liabilities.
- (3) 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.