

# 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)

1. Name and Address of Reporting Person * <b>ROSE MATTHEW K</b>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>BURLINGTON NORTHERN SANTA FE CORP [BNI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/13/2009</b>			<input checked="" 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 align="center"><b>Chairman, Pres. and CEO</b></div>		
Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)	Fort Worth, TX 76131-2830					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	03/13/2009		M		3,441	A	\$29.04	602,663	D	
Common Stock, \$0.01 par value	03/13/2009		F		1,803	D	\$55.41	600,860	D	
Common Stock, \$0.01 par value	03/13/2009		M		3,629	A	\$27.55	604,489	D	
Common Stock, \$0.01 par value	03/13/2009		F		1,804	D	\$55.41	602,685	D	
Common Stock, \$0.01 par value	03/13/2009		M		3,573	A	\$27.97	606,258	D	
Common Stock, \$0.01 par value	03/13/2009		F		1,803	D	\$55.41	604,455	D	
Common Stock, \$0.01 par value	03/13/2009		M		3,054	A	\$32.72	607,509	D	
Common Stock, \$0.01 par value	03/13/2009		F		1,803	D	\$55.41	605,706	D	
Common Stock, \$0.01 par value	03/13/2009		M		312,946	A	\$32.72	918,652	D	
Common Stock, \$0.01 par value	03/13/2009		F		184,796	D	\$55.41	733,856	D	
Common Stock, \$0.01 par value	03/13/2009		F		46,710	D	\$55.41	687,146	D	
Common Stock, \$0.01 par value								1,480 <sup>(1)</sup>	I	Indirect by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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				
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$29.04	03/13/2009		M			3,441	<sup>(3)</sup>	04/25/2011	Common Stock, \$0.01 par value	3,441	\$ 0	0	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$27.55	03/13/2009		M			3,629	<sup>(4)</sup>	04/25/2012	Common Stock, \$0.01 par value	3,629	\$ 0	0	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$55.41	03/13/2009		J <sup>(5)</sup>		1,804		09/13/2009	04/25/2012	Common Stock, \$0.01 par value	1,804	\$ 0	1,804	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$27.97	03/13/2009		M			3,573	<sup>(6)</sup>	04/24/2013	Common Stock, \$0.01 par value	3,573	\$ 0	0	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$55.41	03/13/2009		J <sup>(5)</sup>		1,803		09/13/2009	04/24/2013	Common Stock, \$0.01 par value	1,803	\$ 0	1,803	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$32.72	03/13/2009		M			3,054	<sup>(7)</sup>	04/29/2014	Common Stock, \$0.01 par value	3,054	\$ 0	0	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$55.41	03/13/2009		J <sup>(5)</sup>		1,803		09/13/2009	04/29/2014	Common Stock, \$0.01 par value	1,803	\$ 0	1,803	D	
Employee Stock Option (Right to buy) <sup>(2)</sup>	\$32.72	03/13/2009		M			312,946	<sup>(7)</sup>	04/29/2014	Common Stock, \$0.01 par value	312,946	\$ 0	0	D	
Employee Stock Option (Right to	\$55.41	03/13/2009		J <sup>(5)</sup>		184,796		09/13/2009	04/29/2014	Common Stock, \$0.01	184,796	\$ 0	184,796	D	

