

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden hours per response... 0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ICE, CARL R.			2. Issuer Name and Ticker or Trading Symbol BURLINGTON NORTHERN SANTA FE CORP [BNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="text-align:center">Executive V. P. and COO</div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2006					
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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
Fort Worth, TX 76131-2830								
(City)			(State)			(Zip)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	02/03/2006		M		2,729	A	\$36.62	148,911	D	
Common Stock, \$0.01 par value	02/03/2006		M		3,263	A	\$32.84	152,174	D	
Common Stock, \$0.01 par value	02/03/2006		M		2,176	A	\$45.95	154,350	D	
Common Stock, \$0.01 par value	02/03/2006		M		15,009	A	\$51.51	169,359	D	
Common Stock, \$0.01 par value	02/03/2006		M		21,482	A	\$51.51	190,841	D	
Common Stock, \$0.01 par value	02/03/2006		S		44,659	D	\$78.65	146,182	D	
Common Stock, \$0.01 par value								615	I	Indirect by Daughter
Common Stock, \$0.01 par value								620	I	Indirect by Son

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.

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of	10. Ownership	11. Nature of Indirect
---------------------------------	---------------	---------------------	-------------------------------	----------------	-------------------------	---	--	------------------------	--------------	---------------	------------------------

(Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Employee Stock Options (Right to Buy) ⁽¹⁾	\$36.62	02/03/2006		M		2,729	10/19/1999	01/14/2008	\$0.01 par value common stock	2,729	\$ 0	0	D	
Employee Stock Options (Right to Buy) ⁽¹⁾	\$32.84	02/03/2006		M		3,263	01/20/2000	01/20/2009	\$0.01 par value common stock	3,263	\$ 0	0	D	
Employee Stock Options (Right to Buy) ⁽¹⁾	\$45.95	02/03/2006		M		2,176	06/13/2005	01/20/2009	\$0.01 par value common stock	2,176	\$ 0	0	D	
Employee Stock Options (Right to Buy) ⁽¹⁾	\$51.51	02/03/2006		M		15,009	09/03/2005	01/14/2008	\$0.01 par value common stock	15,009	\$ 0	0	D	
Employee Stock Options (Right to Buy) ⁽¹⁾	\$51.51	02/03/2006		M		21,482	09/03/2005	01/20/2009	\$0.01 par value common stock	21,482	\$ 0	0	D	

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 V. P. and COO	

Signatures

Carl R. Ice by Jeffrey T. Williams, Attorney-in-Fact

02/07/2006

**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) Employee Stock Option (Right to Buy) with tandem withholding rights.

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.