

# 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>ICE, CARL R.</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)  <input 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 style="text-align:center"><b>Executive V. P. and COO</b></div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2006</b>			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		
Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) Fort Worth, TX 76131-2830								
(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, par value \$0.01	05/01/2006		M		3,573	A	\$27.97	142,189	D	
Common Stock, par value \$0.01	05/01/2006		F		1,251	D	\$79.88	140,938	D	
Common Stock, par value \$0.01	05/01/2006		M		54,127	A	\$27.97	195,065	D	
Common Stock, par value \$0.01	05/01/2006		F		18,953	D	\$79.88	176,112	D	
Common Stock, par value \$0.01	05/01/2006		F		12,820	D	\$79.88	163,292	D	
Common Stock, par value \$0.01								615	I	Indirect by Daughter
Common Stock, par value \$0.01								620	I	Indirect by Son

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

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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 (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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	9. Number of Derivative	10. Ownership Form of	11. Nature of Indirect Beneficial
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code	V	(A)	(D)								
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$79.88	05/01/2006	J <sup>(2)</sup>		1,251		11/01/2006	04/24/2013	\$0.01 par value common stock	1,251	\$ 0	1,251	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$27.97	05/01/2006	M		3,573		04/24/2006 <sup>(3)</sup>	04/24/2013	\$0.01 par value common stock	3,573	\$ 0	0	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$79.88	05/01/2006	J <sup>(2)</sup>		18,953		11/01/2006	04/24/2013	\$0.01 par value common stock	18,953	\$ 0	18,953	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$27.97	05/01/2006	M		54,127		04/24/2006 <sup>(4)</sup>	04/24/2013	\$0.01 par value common stock	54,127	\$ 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 Craig N. Smetko, Attorney-in-Fact

\*\*Signature of Reporting Person

05/03/2006

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.

(2) Grant of an option in a transaction exempt under Rule 16b-3, based upon use of shares to pay option exercise price.

(3) The options are part of a grant of options vesting in three equal installments on 04/24/2004, 04/24/2005 and 04/24/2006.

(4) 18,043 of the options vested on 04/24/2004, 18,042 of the options vested on 04/24/2005 and 18,042 of the options vested on 04/24/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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