

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

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 * LANIGAN JOHN P JR | | | 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) EVP & Chief Marketing Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006 | | | | | |
| Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive | | | | | | | | |
| (Street) | | | 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 | | |
| 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 | 05/04/2006 | | M | | 1,191 | A | \$27.97 | 120,832 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | M | | 15,442 | A | \$27.97 | 136,274 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | M | | 1,018 | A | \$32.72 | 137,292 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | M | | 17,782 | A | \$32.72 | 155,074 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | S | | 35,433 | D | \$81.9 | 119,641 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | S | | 5,200 | D | \$81.94 | 114,441 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | S | | 200 | D | \$81.97 | 114,241 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | S | | 300 | D | \$81.98 | 113,941 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | S | | 200 | D | \$81.99 | 113,741 | D | |
| Common Stock, \$0.01 par value | 05/04/2006 | | S | | 519 | D | \$82.01 | 113,222 | D | |

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 | 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 Option (Right to Buy) ⁽¹⁾ | \$27.97 | 05/04/2006 | | M | | 1,191 | 04/24/2006 | 04/24/2013 | Common Stock, \$0.01 par value | 1,191 | \$ 0 | 0 | D | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$27.97 | 05/04/2006 | | M | | 15,442 | 04/24/2006 | 04/24/2013 | Common Stock, \$0.01 par value | 15,442 | \$ 0 | 0 | D | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$32.72 | 05/04/2006 | | M | | 1,018 | 04/29/2006 | 04/29/2014 | Common Stock, \$0.01 par value | 1,018 | \$ 0 | 1,018 | D | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$32.72 | 05/04/2006 | | M | | 17,782 | 04/29/2006 | 04/29/2014 | Common Stock, \$0.01 par value | 17,782 | \$ 0 | 17,782 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANIGAN JOHN P JR Burlington Northern Santa Fe Corporation 2650 Lou Menk Drive Fort Worth, TX 76131-2830 | | | EVP & Chief Marketing Officer | |

Signatures

John P. Lanigan, Jr.

05/08/2006

**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.

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