

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 * MARTINEZ VILMA S.			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2007			<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
Munger, Tolles & Olson, L.L.P., 355 South Grand Avenue, 35th Floor			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
Los Angeles, CA 90071-1560						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	08/10/2007		M		3,000	A	\$24.345	16,847.324 ⁽¹⁾	D	
Common Stock, \$0.01 par value	08/10/2007		M		3,000	A	\$29.78	19,874.324	D	
Common Stock, \$0.01 par value	08/10/2007		M		3,000	A	\$29.24	22,847.324	D	
Common Stock, \$0.01 par value	08/10/2007		M		3,000	A	\$26.8	25,847.324	D	
Common Stock, \$0.01 par value	08/10/2007		M		3,000	A	\$32.72	28,847.324	D	
Common Stock, \$0.01 par value	08/10/2007		S		15,000	D	\$79.15	13,847.324	D	
Common Stock, \$0.01 par value								473	I	Pension Plan ⁽²⁾

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 Price of Derivative	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	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	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security		of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Owned Following Reported Transaction (s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
			Code	V	(A)	(D)							
Non-Employee Director Stock Option (Right to Buy)	\$24.345	08/10/2007	M			3,000	04/19/2001	04/19/2010	Common Stock, par value \$0.01	3,000	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$29.78	08/10/2007	M			3,000	04/18/2002	04/18/2011	Common Stock, par value \$0.01	3,000	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$29.24	08/10/2007	M			3,000	04/17/2003	04/17/2012	Common Stock, par value \$0.01	3,000	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$26.8	08/10/2007	M			3,000	04/16/2004	04/16/2013	Common Stock, par value \$0.01	3,000	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$32.72	08/10/2007	M			3,000	04/29/2005	04/29/2014	Common Stock, par value \$0.01	3,000	\$ 0	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINEZ VILMA S. Munger, Tolles & Olson, L.L.P. 355 South Grand Avenue, 35th Floor Los Angeles, CA 90071-1560	X			

Signatures

Vilma S. Martinez, by Judy K. Carter, Attorney-in-Fact

08/14/2007

**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) Includes 121.3240 shares of common stock held under the Dividend Reinvestment Plan as of August 14, 2007.

(2) Shares held by Munger, Tolles & Olson Pension Plan as of December 31, 2003.

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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