

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 * 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) 02/05/2007			<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	02/05/2007		M		3,000	D	\$35.125	14,701	D	
Common Stock, \$0.01 par value	02/05/2007		S		900	D	\$81.35	13,801	D	
Common Stock, \$0.01 par value	02/05/2007		S		200	D	\$81.36	13,601	D	
Common Stock, \$0.01 par value	02/05/2007		S		200	D	\$81.4	13,401	D	
Common Stock, \$0.01 par value	02/05/2007		S		500	D	\$81.39	12,901	D	
Common Stock, \$0.01 par value	02/05/2007		S		300	D	\$81.37	12,601	D	
Common Stock, \$0.01 par value	02/05/2007		S		900	D	\$81.43	11,725.292 ⁽²⁾	D	
Common Stock, \$0.01 par value								473	I	Pension Plan ⁽¹⁾

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 (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
---	---------------------------	---	-----------------------------------	---------------------	------------------------------------	---	--	---------------------------------	-------------------------	-----------------------	-----------------------------------

	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(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)	Date Exercisable	Expiration Date					Title
Non-Employee Director Stock Option (Right to Buy)	\$35.125	02/05/2007	M			3,000	04/15/2000	04/15/2009	Common Stock, \$0.01 par value	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

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

**Signature of Reporting Person

02/06/2007

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) Shares held by Munger, Tolles & Olson pension plan as of December 31, 2003.

(2) Includes 6.5570 shares acquired on July 7, 2006, 8.91 shares acquired on October 5, 2006 and 8.8253 shares acquired on January 8, 2007 under the Burlington Northern Santa Fe Dividend Reimbursement Plan. The reporting person holds a total of 105.5783 shares in the Dividend Reinvestment Plan as of February 6, 2007.

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.