



				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares		(Instr. 4)	
Non-Employee Director Stock Option (Right to Buy)	\$33.24	01/31/2006		M			3,000	04/16/1999	04/16/2008	\$0.01 par value common stock	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 Jeffrey T. Williams, Attorney-in-Fact

\*\*Signature of Reporting Person

02/02/2006

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) Includes 5.779 shares acquired on January 3, 2006 under the Burlington Northern Santa Fe Dividend Reinvestment Plan ("Dividend Reinvestment Plan"). The reporting person holds a total of 75.216 shares in the Dividend Reinvestment Plan as of February 2, 2006.

(2) Shares held by Munger, Tolles & Olson pension plan.

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.