

# 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 * <b>ROSE MATTHEW K</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 checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <div style="text-align:center"><b>Chairman, Pres. and CEO</b></div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/03/2007</b>					
Burlington Northern Santa Fe Corporation, 2650 Lou Menk Drive			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		
(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, \$0.01 par value	05/01/2007		M		26,302	A	\$34.5938	460,356	D	
Common Stock, \$0.01 par value	05/01/2007		F		10,415	D	\$87.36	449,941	D	
Common Stock, \$0.01 par value	05/01/2007		F		5,790	D	\$87.36	444,151	D	
Common Stock, \$0.01 par value	05/01/2007		M		103,291	A	\$29.04	547,442	D	
Common Stock, \$0.01 par value	05/01/2007		F		34,335	D	\$87.36	513,107	D	
Common Stock, \$0.01 par value	05/01/2007		F		25,134	D	\$87.36	487,973	D	
Common Stock, \$0.01 par value								1,442 <sup>(5)</sup>	I	Indirect by 401 (k)

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	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	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	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership
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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)	
			Code	V	(A)	(D)								
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$87.36	05/01/2007	J <sup>(2)</sup>		10,415		11/01/2007	05/21/2009	Common Stock, \$0.01 par value	10,415	\$ 0	10,415	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$34.5938	05/01/2007	M			26,302	<sup>(3)</sup>	05/21/2009	Common Stock, \$0.01 par value	26,302	\$ 0	0	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$87.36	05/01/2007	J <sup>(2)</sup>		34,335		11/01/2007	04/25/2011	Common Stock, \$0.01 par value	34,335	\$ 0	34,335	D	
Employee Stock Option (Right to Buy) <sup>(1)</sup>	\$29.04	05/01/2007	M			103,291	<sup>(4)</sup>	04/25/2011	Common Stock, \$0.01 par value	103,291	\$ 0	243,268	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE MATTHEW K Burlington Northern Santa Fe Corporation 2650 Lou Menk Drive Fort Worth, TX 76131-2830	X		Chairman, Pres. and CEO	

## Signatures

/s/ Matthew K. Rose, by Judy K. Carter, Attorney-in-Fact

05/03/2007

\*\*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) 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 were part of a grant of options vesting in three equal installments on May 21, 2000, 2001 and 2002.
- (4) The options were part of a grant of options vesting in three equal installments on April 25, 2002, 2003 and 2004.
- (5) Indirect holdings for the reporting person were inadvertently omitted from Forms 4 filed to report transactions on February 2, 2006, April 24, 2006, April 27, 2006, October 30, 2006, November 2, 2006, November 16, 2006, February 17, 2007 and April 30, 2007.

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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