

# 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>WATTS J.C. JR.</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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2006</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
c/o J.C. Watts Companies, 600 13th Street, N.W., Suite 790			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Washington, DC 20005			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					
(City)			(State)			(Zip)		

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	05/31/2006		M		739	A	\$26.67	9,836	D	
Common Stock, \$0.01 par value	05/31/2006		M		3,000	A	\$26.8	12,836	D	
Common Stock, \$0.01 par value	05/31/2006		M		3,000	A	\$32.72	15,836	D	
Common Stock, \$0.01 par value	05/31/2006		S		5,300	D	\$76.7	10,536	D	
Common Stock, \$0.01 par value	05/31/2006		S		100	D	\$76.8	10,436	D	
Common Stock, \$0.01 par value	05/31/2006		S		300	D	\$76.87	10,136	D	
Common Stock, \$0.01 par value	05/31/2006		S		600	D	\$76.86	9,536	D	
Common Stock, \$0.01 par value	05/31/2006		S		439	D	\$76.92	9,097	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 (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)	\$26.67	05/31/2006		M			739	01/16/2004	01/16/2013	Common Stock, \$0.01 par value	739	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$26.8	05/31/2006		M			3,000	04/16/2004	04/16/2013	Common Stock, \$0.01 par value	3,000	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$32.72	05/31/2006		M			3,000	04/29/2005	04/29/2014	Common Stock, \$0.01 par value	3,000	\$ 0	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATTS J.C. JR. c/o J.C. Watts Companies 600 13th Street, N.W., Suite 790 Washington, DC 20005	X			

## Signatures

J.C. Watts, Jr., by Jeffrey T. Williams, Attorney-In-Fact

Signature of Reporting Person

06/01/2006

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).

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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