

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 * WHISLER J. STEVEN			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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2006					
c/o Phelps Dodge Corporation, One North Central Avenue			4. If Amendment, Date of Original Filed (Month/Day/Year) 05/01/2006			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)								
Phoenix, AZ 85004								
(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, par value \$0.01	04/27/2006		A		2,100 <u>(1)</u>	A	\$ 0	14,234	D	
Common Stock, par value \$0.01	04/27/2006		M		3,000	A	\$35.125	17,234	D	
Common Stock, par value \$0.01	04/27/2006		S		3,000	D	\$80	14,234	D	
Common Stock, par value \$0.01	04/27/2006		M		3,000	A	\$24.345	17,234	D	
Common Stock, par value \$0.01	04/27/2006		S		3,000	D	\$80	14,234	D	
								11,325 ⁽²⁾	I	By 401(k) Plan

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 Security	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 of (D) (Instr. 3, 4,	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 Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
			Code	V	(A)	(D)							
Non-Employee Director Stock Option (Right to Buy)	\$35.125	04/27/2006	M			3,000	04/15/2000	04/15/2009	Common Stock, par value \$0.01	3,000	\$ 0	0	D
Non-Employee Director Stock Option (Right to Buy)	\$24.345	04/27/2006	M			3,000	04/19/2001	04/19/2010	Common Stock, par value \$0.01	3,000	\$ 0	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHISLER J. STEVEN c/o Phelps Dodge Corporation One North Central Avenue Phoenix, AZ 85004	X			

Signatures

J. Steven Whisler, by Jeffrey T. Williams, Attorney-in-Fact

--Signature of Reporting Person

05/01/2006

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).

Grant of Restricted Stock Units payable in common stock pursuant to the Burlington Northern Santa Fe Non-Employee Directors' Stock Plan (the "Plan") to vest upon the date of termination as a director, (1) subject to the reporting person's having served on the Board of Directors at least until the next annual meeting of shareholders following the reporting person's election to the Board of Directors or as otherwise provided under the Plan.

(2) Share equivalents held in the Burlington Northern Santa Fe Deferred Compensation Plan for Directors as of April 27, 2006.

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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