

SECURITIES AND EXCHANGE COMMISSION

FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

Filing Date: **1996-12-30**
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FILER

BURLINGTON NORTHERN INC /DE/

CIK: **351979** | IRS No.: **411400580** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-3/A** | Act: **33** | File No.: **033-61287** | Film No.: **96688520**
SIC: **4011** Railroads, line-haul operating

Mailing Address	Business Address
3800 CONTINENTAL PLAZA	3800 CONTINENTAL PLZ
777 MAIN STREET	777 MAIN ST
FORT WORTH TX 76102-5384	FT WORTH TX 76102
	8173332000

As filed with the Securities and Exchange Commission,
pursuant to EDGAR, on December 30, 1996
Registration No. 33-57105

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-3

REGISTRATION STATEMENT
Under
The Securities Act of 1933

BURLINGTON NORTHERN INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction incorporation or organization)	41-1400580 (I.R.S. Employer Identification No.)
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2650 Lou Menk Drive, Second Floor
Fort Worth, Texas 76131-2830
(817) 333-2000
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Jeffrey R. Moreland, Esquire
1700 East Golf Road
Schaumburg, Illinois 60173-5860
(847) 995-6000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:

Scott J. Davis
Mayer, Brown & Platt
190 South LaSalle Street

This Post-Effective Amendment is being filed on behalf of Burlington Northern Inc. by Santa Fe Pacific Corporation, into which Burlington Northern Inc. recently merged, solely to remove from registration all securities offered in the Registration Statement which remained unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Schaumburg, State of Illinois, on December 30, 1996.

SANTA FE PACIFIC CORPORATION

By: /s/ Robert D. Krebs
Robert D. Krebs
Chairman, President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the Post-Effective Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities indicated and on the 30th day of December, 1996.

By: /s/ Robert D. Krebs
Robert D. Krebs
President and Chief Executive
Officer (Principal Executive
Officer) and Director

By: /s/ Denis E. Springer
Denis E. Springer
Senior Vice President and Chief
Financial Officer (Principal
Financial Officer) and Director

By: /s/ Thomas N. Hund

Thomas N. Hund
Vice President and Controller
(Principal Accounting Officer)

By: /s/ Douglas J. Babb
Douglas J. Babb
Director

By: /s/ Jeffrey R. Moreland
Jeffrey R. Moreland
Director