

CANADIAN NATIONAL RAILWAY CO

Form 6-K

May 02, 2011

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FORM 6-K  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For the month of April, 2011

Commission File Number: 001-02413

Canadian National Railway Company  
(Translation of registrant's name into English)

935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under  
cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as  
permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as  
permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether by furnishing the information contained in this Form,  
the Registrant is also thereby furnishing the information to the Commission pursuant  
to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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Canadian National Railway Company

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|--|---|
| Corporate Services   | Services corporatifs  |
| Sean Finn<br>Executive Vice-President<br>Corporate Services<br>and Chief Legal Officer                                       | Sean Finn<br>Vice-président exécutif<br>Services corporatifs et<br>chef de la<br>direction des Affaires                                       |
| 935 de La Gauchetière Street<br>West<br>16th Floor<br>Montreal, Quebec H3B 2M9<br>Canada<br>T 514-399-7091<br>F 514-399-4854 | juridiques<br>935, rue de La<br>Gauchetière Ouest<br>16e étage<br>Montréal (Québec) H3B<br>2M9<br>Canada<br>T 514-399-7091<br>Tc 514-399-4854 |

VIA SEDAR

April 29, 2011

To: Autorité des marchés financiers  
Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
Securities Commission, New Brunswick  
Securities Commission of Newfoundland & Labrador  
Department of Justice, Northwest Territories  
Nova Scotia Securities Commission  
Ontario Securities Commission  
Registrar of Securities, Prince Edward Island  
Saskatchewan Financial Services Commission  
Registrar of Securities, Yukon  
Department of Justice, Nunavut

RE: Canadian National Railway Company  
Report of Voting Results pursuant to section 11.3 of National Instrument  
51-102 - Continuous Disclosure Obligations ("NI 51-102")

Following the Annual Meeting of Shareholders of Canadian National Railway Company (the "Company") held on Wednesday, April 27, 2011, at 10:00 a.m., (Eastern Daylight Time) in the Imperial Room of The Fairmont Royal York, 100 Front Street West, Toronto, Canada (the "Meeting"), and in accordance with section 11.3 of NI 51-102 – Continuous Disclosure Obligations, we hereby advise you of the following voting results obtained at the Meeting.

1. Election of Directors

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A ballot was conducted with respect to the election of directors. The 13 nominees proposed by management were elected as directors. According to proxies received and ballots cast, each of the following 13 individuals were elected as directors of the Company until the next annual shareholder meeting or until such person's successor is elected or appointed, with the following results:

| NAME OF NOMINEE       | VOTES FOR   | %     | VOTES<br>WITHHELD | %    |
|-----------------------|-------------|-------|-------------------|------|
| Michael R. Armellino  | 322,649,641 | 99.52 | 1,540,777         | 0.48 |
| A. Charles Baillie    | 314,731,867 | 97.08 | 9,458,551         | 2.92 |
| Hugh J. Bolton        | 312,631,319 | 96.43 | 11,559,010        | 3.57 |
| Donald J. Carty       | 321,570,852 | 99.19 | 2,619,714         | 0.81 |
| Amb. Gordon D. Giffin | 312,531,363 | 96.40 | 11,659,204        | 3.60 |
| Edith E. Holiday      | 311,219,320 | 96.00 | 12,971,247        | 4.00 |

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|                            |             |       |            |      |
|----------------------------|-------------|-------|------------|------|
| V. Maureen Kempston Darkes | 322,219,292 | 99.39 | 1,971,274  | 0.61 |
| The Hon. Denis Losier      | 322,497,105 | 99.48 | 1,669,889  | 0.52 |
| The Hon. Edward C. Lumley  | 314,136,376 | 96.90 | 10,054,190 | 3.10 |
| David G.A. McLean          | 314,129,772 | 96.90 | 10,060,794 | 3.10 |
| Claude Mongeau             | 322,528,709 | 99.49 | 1,661,778  | 0.51 |
| James E. O'Connor          | 323,330,555 | 99.73 | 860,010    | 0.27 |
| Robert Pace                | 313,888,391 | 96.82 | 10,302,175 | 3.18 |

## 2. Appointment of Auditors

KPMG LLP were appointed as the Company's auditors until the next annual meeting of shareholders, by a majority of the shareholders on a show of hands. The percentage of common shares with proxies received "FOR" the appointment of the auditors was 99.56% of the common shares represented as follows:

Votes For — 337,170,126 (99.56%)

Votes Withheld — 1,495,404 (0.44%)

## 3. Non-binding Advisory Resolution on Executive Compensation

A ballot was conducted with respect to the non-binding advisory vote on the Company's approach to Executive compensation. The percentage of common shares voted "FOR" was 95.55% of the common shares represented at the Meeting as follows:

Votes For — 309,765,562 (95.55%)

Votes Against — 14,410,824 (4.45%)

Yours truly,

/s/ Sean Finn  
 Executive Vice-President  
 Corporate Services and Chief Legal Officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Canadian National Railway Company

Date: May 2, 2011

By: /s/ Cristina Circelli  
Name: Cristina Circelli  
Title: Deputy Corporate Secretary and  
General Counsel

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