

CANADIAN NATIONAL RAILWAY CO

Form 6-K

October 12, 2011

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 October 12, 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                  X

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                                  X

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                                  X

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

X

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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1. News Release dated October 12, 2011 entitled, "CN announces results and settlement of Tender Offer and Consent Solicitation for 6.375% Notes Due 2011."
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Item 1

North America's Railroad

NEWS RELEASE

CN announces results and settlement of Tender Offer and Consent Solicitation for 6.375% Notes due 2011

MONTREAL, Oct. 12, 2011— CN (TSX: CNR) (NYSE: CNI) today announced that holders of 76% of its 6.375% Notes due 2011 have tendered their notes pursuant to the tender offer and consent solicitation commenced by its wholly-owned subsidiary, CNLX Canada Inc., on Sept. 13, 2011. Also today, CNLX Canada Inc. has accepted and paid for the tendered notes.

Notes not tendered and purchased pursuant to the tender offer will remain outstanding until paid by CN on the stated maturity date of Oct. 15, 2011.

CN – Canadian National Railway Company and its operating railway subsidiaries – spans Canada and mid-America, from the Atlantic and Pacific oceans to the Gulf of Mexico, serving the ports of Vancouver, Prince Rupert, B.C., Montreal, Halifax, New Orleans, and Mobile, Ala., and the key metropolitan areas of Toronto, Buffalo, Chicago, Detroit, Duluth, Minn./Superior, Wis., Green Bay, Wis., Minneapolis/St. Paul, Memphis, St. Louis, and Jackson, Miss., with connections to all points in North America. For more information on CN, visit the company's website at [www.cn.ca](http://www.cn.ca).

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Investment Community

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Vice-President

Investor Relations

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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: October 12, 2011

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