

CANADIAN NATIONAL RAILWAY CO
Form 6-K
May 01, 2007

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, 2007

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

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

Canadian National Railway Company

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Sean Finn

Senior Vice-President Public
Affairs,
Chief Legal Officer and
Corporate
Secretary

Premier vice-président
Affaires
publiques, chef de la
direction
des Affaires juridiques
et secrétaire général

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VIA SEDAR

April 28, 2007

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 Tuesday, April 24, 2007, at 10:00 a.m., (Atlantic Time) at the Delta Beauséjour hotel, 750 Main Street, Moncton, New Brunswick, (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

A ballot was conducted with respect to the election of directors. The 14 nominees proposed by management were elected as directors. According to proxies received and ballots cast, each of the following 14 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:

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| <u>NAME OF NOMINEE</u> | <u>VOTES FOR</u> | <u>%</u> | <u>VOTES WITHHELD</u> | <u>%</u> |
|----------------------------|------------------|----------|---------------------------|----------|
| Michael R. Armellino | 390,496,529 | 99.74 | 1,025,466 | 0.26 |
| A. Charles Baillie | 389,975,695 | 99.60 | 1,547,733 | 0.40 |
| Hugh J. Bolton | 385,313,826 | 98.44 | 6,091,184 | 1.56 |
| J.V. Raymond Cyr | 390,375,785 | 99.71 | 1,147,593 | 0.29 |
| Amb. Gordon D. Giffin | 387,133,762 | 98.89 | 4,357,326 | 1.11 |
| James K. Gray | 389,833,302 | 99.57 | 1,690,006 | 0.43 |
| E. Hunter Harrison | 389,898,450 | 99.59 | 1,621,214 | 0.41 |
| Edith E. Holiday | 389,085,328 | 99.39 | 2,403,783 | 0.61 |
| V. Maureen Kempston Darkes | 390,074,815 | 99.63 | 1,446,154 | 0.37 |
| Robert H. Lee | 390,426,062 | 99.72 | 1,094,310 | 0.28 |
| Denis Losier | 390,545,471 | 99.75 | 973,288 | 0.25 |
| The Hon. Edward C. Lumley | 388,557,467 | 99.24 | 2,962,881 | 0.76 |
| David G.A. McLean | 389,892,095 | 99.58 | 1,627,707 | 0.42 |
| Robert Pace | 389,947,363 | 99.60 | 1,570,919 | 0.40 |

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 99.64% of the common shares represented.

3. Amendments to Management Long-Term Incentive Plan

A ballot was conducted with respect to the ordinary resolution to amend the Company's Management Long-Term Incentive Plan in the manner described in the Management Information Circular of the Company dated March 6, 2007. According to the proxies received and ballots cast, the ordinary resolution was approved with the following results:

Votes For — 313,742,634 (83.11%)

Votes Against — 63,780,187 (16.89%)

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4. Shareholder Proposal No. 1

A ballot was conducted with respect to Shareholder Proposal No.1 to the effect that the Human Resources and Compensation Committee of the Board prepare a report to shareholders detailing the environmental, social and governance objectives or targets, upon which executive compensation was evaluated for 2005, with specific reference to safety performance targets. According to the proxies received and ballots cast, the proposal was defeated with the following results:

Votes Against — 347,890,377 (92.15%)

Votes For — 29,631,132 (7.85%)

5. Shareholder Proposal No. 2

A ballot was conducted with respect to Shareholder Proposal No.2 to the effect that the Board's Environment, Safety and Security Committee evaluate the integration of BC Rail operations into the CN system and conduct an effectiveness audit on policies, procedures and technical practices for maintaining track safety on the former BC Rail line. According to the proxies received and ballots cast, the proposal was defeated with the following results:

Votes Against — 360,900,219 (95.60%)

Votes For — 16,622,706 (4.40%)

Yours truly,

/s/ Sean Finn
Senior Vice-President Public Affairs,
Chief Legal Officer and Corporate Secretary

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: April 30, 2007

By: /s/ Cristina Circelli

Name: Cristina Circelli
Title: Deputy Corporate Secretary and
General Counsel