

CANADIAN NATIONAL RAILWAY CO

Form 6-K

December 02, 2014

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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 December, 2014  
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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1. Letter to Ontario Securities Commission dated December 2, 2014
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| www.cn.ca | Affaires juridiques  | Law  |
|           | Cristina Circelli  |  |
|           | Secrétaire générale déléguée et<br>Avocate générale                                  | Deputy Corporate Secretary and<br>General Counsel                                      |
|           | 935, rue de La Gauchetière Ouest<br>16e étage<br>Montréal (Québec) H3B 2M9<br>Canada | 935 de La Gauchetière Street West<br>16th Floor<br>Montreal, Quebec, H3B 2M9<br>Canada |
|           | T 514-399-4135<br>Tc 514-399-5744<br>C cristina.circelli@cn.ca                       | T 514-399-4135<br>F 514-399-5744<br>E cristina.circelli@cn.ca                          |

December 2, 2014

Ontario Securities Commission  
20 Queen Street West, 22nd Floor  
Toronto, ON M5H 3S8

On December 1, 2014, Canadian National Railway Company (“CN”) purchased 653,000 Common Shares from an arm’s length third party seller shareholder through private agreement for an aggregate purchase price of C\$46,617,670.00. The transaction will settle on December 5, 2014. The purchased shares will be cancelled and will be included in computing the number of Common Shares purchased by CN under its current Normal Course Issuer Bid.

Yours truly,

“Cristina Circelli”

Cristina Circelli

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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: December 2, 2014

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