

CANADIAN NATIONAL RAILWAY CO  
Form 6-K  
April 27, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2012

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 | Form X |
| 20-F | 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 | 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 |
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Canadian National Railway Company

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|           | Corporate Services   | Services corporatifs   |
|-----------|--|--|
| www.cn.ca | Sean Finn<br>Executive Vice-President<br>Corporate Services<br>and Chief Legal Officer<br><br>935 de La Gauchetiere Street<br>West<br>Montreal, Quebec H3B 2M9<br>Canada<br>Telephone: (514) 399-7091<br>Facsimile: (514) 399-4854 | Vice-président exécutif Services<br>corporatifs<br>et chef de la direction des Affaires<br>juridiques<br><br>935, rue de La Gauchetière Ouest<br>Montréal (Québec) H3B 2M9<br>Canada<br>Téléphone : 514-399-7091<br>Télécopieur : 514-399-4854 |

VIA SEDAR

April 26, 2012

To: Autorité des marchés financiers  
Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
New Brunswick Securities Commission  
Superintendent of Securities Office, Newfoundland & Labrador  
Department of Justice, Northwest Territories  
Nova Scotia Securities Commission  
Ontario Securities Commission  
Superintendent of Securities Office, Prince Edward Island  
Saskatchewan Financial Services Commission  
Yukon Securities Office  
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, 2012, at 10:00 a.m. (Atlantic Daylight Time) in the Grand Ballroom (Room 200C) of the World Trade and Convention Centre, 1800 Argyle Street, Halifax, Nova Scotia, 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

A ballot was conducted with respect to the election of directors. The 13

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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 WITHHELD | %    |
|----------------------------|-------------|-------|----------------|------|
| Michael R. Armellino       | 308,383,246 | 97.11 | 9,167,029      | 2.89 |
| A. Charles Baillie         | 308,848,034 | 97.26 | 8,702,153      | 2.74 |
| Hugh J. Bolton             | 307,266,722 | 96.76 | 10,283,465     | 3.24 |
| Donald J. Carty            | 314,795,530 | 99.13 | 2,754,745      | 0.87 |
| Amb. Gordon D. Giffin      | 314,475,319 | 99.03 | 3,074,956      | 0.97 |
| Edith E. Holiday           | 304,198,593 | 95.80 | 13,351,682     | 4.20 |
| V. Maureen Kempston Darkes | 308,475,447 | 97.14 | 9,074,828      | 2.86 |
| The Hon. Denis Losier      | 307,669,896 | 96.89 | 9,880,380      | 3.11 |
| The Hon. Edward C. Lumley  | 308,386,773 | 97.11 | 9,164,401      | 2.89 |
| David G.A. McLean          | 302,115,459 | 95.14 | 15,434,816     | 4.86 |
| Claude Mongeau             | 316,255,051 | 99.59 | 1,295,224      | 0.41 |
| James E. O'Connor          | 316,757,334 | 99.75 | 792,941        | 0.25 |
| Robert Pace                | 315,472,079 | 99.35 | 2,078,196      | 0.65 |

## 2. Appointment of Auditors

KPMG LLP was 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 99.30% of the common shares represented as follows:

Votes For — 329,035,016 (99.30%)

Votes Withheld — 2,335,801 (0.70%)

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### 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 95.48% of the common shares represented at the Meeting as follows:

Votes For — 303,186,533 (95.48%)

Votes Against — 14,364,102 (4.52%)

Yours truly,

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

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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: April 27, 2012

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