

CANADIAN NATIONAL RAILWAY CO

Form 6-K

April 30, 2008

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, 2008

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, 2008

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 22, 2008, at 10:00 a.m., (Central Time) at The Peninsula Hotel, 108 East Superior Street, Chicago, Illinois, (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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NAME OF NOMINEE	VOTES FOR	%	VOTES WITHHELD	%
Michael R. Armellino	346,775,701	99.73	921,712	0.27
A. Charles Baillie	347,131,729	99.84	565,684	0.16
Hugh J. Bolton	341,276,891	98.16	6,403,522	1.84
J.V. Raymond Cyr	346,653,331	99.70	1,044,082	0.30
Amb. Gordon D. Giffin	343,731,598	98.86	3,965,815	1.14
James K. Gray	346,708,715	99.72	988,698	0.28
E. Hunter Harrison	346,586,098	99.68	1,110,154	0.32
Edith E. Holiday	345,745,334	99.44	1,952,112	0.56
V. Maureen Kempston Darkes	342,270,047	98.44	5,410,399	1.56
Robert H. Lee	347,164,212	99.85	533,234	0.15
Denis Losier	346,738,919	99.73	954,527	0.27
The Hon. Edward C. Lumley	346,727,896	99.72	969,550	0.28
David G.A. McLean	346,659,472	99.70	1,037,800	0.30
Robert Pace	346,622,555	99.69	1,074,717	0.31

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 99.70% of the common shares represented.

3. Shareholder Proposal

A ballot was conducted with respect to Shareholder Proposal to the effect that CN immediately release to shareholders the complete findings of all environmental studies CN has commissioned relating to its discontinued Algonquin Park line, and to report to shareholders as to how CN will deal with the environmental concerns, including timelines for remediation. According to the proxies received and ballots cast, the proposal was defeated with the following results:

Votes Against — 303,403,366 (89.95%)

Votes For — 33,913,980 (10.05%)

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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 29, 2008

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