

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

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
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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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Item

1. Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 -
Continuous Disclosure Obligations ("NI 51-102")
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	Corporate Services	Services corporatifs
www.cn.ca	Sean Finn Executive Vice-President Corporate Services and Chief Legal Officer 935 de La Gauchetiere Street West Montreal, Quebec H3B 2M9 Canada Telephone: (514) 399-7091 Facsimile: (514) 399-4854	Vice-président exécutif Services corporatifs et chef de la direction des Affaires juridiques 935, rue de La Gauchetière Ouest Montréal (Québec) H3B 2M9 Canada Téléphone : 514-399-7091 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

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