

CANADIAN NATIONAL RAILWAY CO

Form 6-K

April 29, 2010

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, 2010

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

Canadian National Railway Company

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VIA SEDAR

April 28, 2010

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 27, 2010, at 10:00 a.m., (Eastern Daylight Time) at Le Windsor, 1170 Peel Street, Montréal, Quebec, 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 11 nominees proposed by management were elected as directors. According to proxies received and ballots cast, each of the following 11 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	341,724,071	99.57	1,478,719	0.43
A. Charles Baillie	336,471,275	98.04	6,731,592	1.96
Hugh J. Bolton	333,761,670	97.25	9,441,564	2.75
Amb. Gordon D. Giffin	334,807,298	97.55	8,395,528	2.45
Edith E. Holiday	334,343,513	97.42	8,859,721	2.58
V. Maureen Kempston Darkes	340,994,875	99.36	2,207,992	0.64
Denis Losier	340,942,437	99.34	2,260,394	0.66
The Hon. Edward C. Lumley	335,622,910	97.79	7,579,876	2.21
David G.A. McLean	335,483,210	97.75	7,719,579	2.25
Claude Mongeau	341,920,598	99.63	1,282,282	0.37
Robert Pace	334,836,790	97.56	8,366,000	2.44

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 99.12% of the common shares represented as follows:

Votes For — 351,065,898 (99.12%)

Votes Withheld — 3,131,178 (0.88%)

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 28, 2010

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