



Yes

No

X

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

Table of Contents

Item

1. News Release dated March 12, 2013 entitled, "CN announces results and settlement of Tender Offer and Consent Solicitation for 4.40% Notes due 2013."
-

Item 1

North America's Railroad

NEWS RELEASE

CN announces results and settlement of Tender Offer and Consent  
Solicitation for 4.40% Notes due 2013

MONTREAL, March 12, 2013— CN (TSX: CNR) (NYSE:CNI) today announced that holders of 85 percent of its 4.40% Notes due 2013 have tendered their notes pursuant to the tender offer and consent solicitation commenced by its wholly-owned subsidiary, CNLX Canada Inc., on Feb. 11, 2013. Also today, CNLX Canada Inc. has accepted and paid for the tendered notes.

Notes not tendered and purchased pursuant to the tender offer will remain outstanding until paid by CN on the stated maturity date of March 15, 2013.

CN – Canadian National Railway Company and its operating railway subsidiaries – spans Canada and mid-America, from the Atlantic and Pacific oceans to the Gulf of Mexico, serving the ports of Vancouver, Prince Rupert, B.C., Montreal, Halifax, New Orleans, and Mobile, Ala., and the key metropolitan areas of Toronto, Buffalo, Chicago, Detroit, Duluth, Minn./Superior, Wis., Green Bay, Wis., Minneapolis/St. Paul, Memphis, St. Louis, and Jackson, Miss., with connections to all points in North America. For more information on CN, visit the company's website at [www.cn.ca](http://www.cn.ca).

- 30 -

Contacts:

Media	Investment Community
Mark Hallman	Janet Drysdale
Director	Vice-President
Communications, Media	Investor Relations
(905) 669-3384	(514) 399-0052

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: March 12, 2013

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