

CANADIAN NATIONAL RAILWAY CO
Form 6-K
April 27, 2009

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, 2009

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

Table of Contents

Item

1. Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102")
-

www.cn.ca

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

Sean Finn
Vice-président exécutif
Services corporatifs et
chef de la direction des
Affaires juridiques

935 de La Gauchetière Street
West
Montreal, Quebec H3B 2M9
Canada
Telephone: (514) 399-7091
Facsimile: (514) 399-4854

935, rue de La
Gauchetière Ouest
Montréal (Québec) H3B
2M9
Canada
Téléphone: 514-399-7091
Télécopieur :
514-399-4854

VIA SEDAR

April 24, 2009

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 21, 2009, at 9:00 a.m., (Mountain Time) at The Fairmont Palliser Hotel, 133 9th Avenue SW, Calgary, Alberta, 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:

April 24, 2009

Page 2

NAME OF NOMINEE	VOTES FOR	%	VOTES	
			WITHHELD	%
Michael R. Armellino	338,639,591	99.59	1,390,090	0.41
A. Charles Baillie	338,671,433	99.60	1,359,526	0.40
Hugh J. Bolton	324,474,839	95.43	15,555,620	4.57
Amb. Gordon D. Giffin	337,568,633	99.28	2,459,912	0.72
E. Hunter Harrison	338,616,058	99.59	1,395,475	0.41
Edith E. Holiday	337,324,093	99.20	2,706,876	0.80
V. Maureen Kempston Darkes	324,934,153	95.56	15,095,528	4.44
Denis Losier	338,594,828	99.58	1,435,631	0.42
The Hon. Edward C. Lumley	338,240,815	99.47	1,789,644	0.53
David G.A. McLean	338,560,280	99.57	1,470,179	0.43
Robert Pace	337,775,387	99.34	2,255,042	0.66

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 99.40% of the common shares represented as follows:

Votes For — 337,648,222 (99.40%)

Votes Witheld — 2,263,039 (0.60%)

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 24, 2009

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