

CANADIAN NATIONAL RAILWAY CO  
Form 6-K  
April 26, 2006

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**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, 2006

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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1. Report dated April 25, 2006, titled Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations* (NI 51-102)
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**Item 1**

**VIA SEDAR**

April 25, 2006

To: Autorité des marchés financiers □ Direction de l'encadrement des marchés de valeurs  
Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
New Brunswick Securities Commission, Office of the Administrator of Securities □ Department of Justice  
Government of Newfoundland & Labrador □ Department of Justice  
Northwest Territories Securities Commission, Office of Registrar of Securities  
N.W.T. □ Department of Justice and Public Services  
Nova Scotia Securities Commission (Registrar under the Securities Act) □ Department of Attorney-General  
Ontario Securities Commission  
Prince Edward Island □ Department of Justice □ Corporation Division  
The Saskatchewan Securities Commission  
The Secretary - Toronto Stock Exchange □ Market Services  
Government of Yukon □ Deputy Registrar of Securities  
Nunavut Securities Registry

**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 held on Friday, April 21, 2006, at 9:00 a.m., (Memphis Time) at The Peabody Memphis hotel, 149 Union Avenue, Memphis, Tennessee (U.S.A), (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 in respect of the election of directors. Each of the 15 nominees proposed by management was elected as a director of the Company. The individual director results are set out below.

| <b>NOMINEE</b>         | <b>Votes For</b> | <b>% Votes For</b> | <b>Votes Withheld</b> | <b>% Votes Withheld</b> |
|------------------------|------------------|--------------------|-----------------------|-------------------------|
| Michael R. Armellino   | 394,335,209      | 99.9%              | 520,435               | 0.1%                    |
| A. Charles Baillie     | 387,077,948      | 98.0%              | 7,777,696             | 2.0%                    |
| Hugh J. Bolton         | 385,655,695      | 97.7%              | 9,199,949             | 2.3%                    |
| Purdy Crawford         | 385,691,538      | 97.7%              | 9,164,106             | 2.3%                    |
| J.V. Raymond Cyr       | 394,292,121      | 99.9%              | 563,523               | 0.1%                    |
| Amb. Gordon D. Giffin  | 384,882,644      | 97.5%              | 9,973,000             | 2.5%                    |
| James K. Gray          | 387,052,893      | 98.0%              | 7,802,751             | 2.0%                    |
| E. Hunter Harrison     | 393,942,027      | 99.8%              | 913,617               | 0.2%                    |
| Edith E. Holiday       | 386,770,220      | 98.0%              | 8,085,424             | 2.0%                    |
| V.M. Kempston Darkes   | 392,635,861      | 99.4%              | 2,219,783             | 0.6%                    |
| Robert H. Lee          | 393,573,510      | 99.7%              | 1,282,134             | 0.3%                    |
| Denis Losier           | 394,373,738      | 99.9%              | 481,906               | 0.1%                    |
| Hon. Edward. C. Lumley | 386,654,742      | 97.9%              | 8,200,902             | 2.1%                    |
| David G.A. McLean      | 387,065,840      | 98.0%              | 7,789,804             | 2.0%                    |
| Robert Pace            | 387,072,840      | 98.0%              | 7,782,804             | 2.0%                    |

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April 25, 2006

**2. APPOINTMENT OF KPMG LLP AS THE CORPORATION'S AUDITORS**

KPMG LLP were appointed to serve as our auditors until the next annual meeting of shareholders, by a majority of shareholders on a show of hands.

Yours truly,

/s/ Sean Finn  
Senior Vice-President Public Affairs,  
Chief Legal Officer and Corporate Secretary

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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 26, 2006

By: /s/ Cristina Circelli

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Name: Cristina Circelli

Title: Deputy Corporate Secretary and  
General Counsel

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