

CANADIAN PACIFIC RAILWAY LTD/CN
Form 40-F/A
April 04, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 40-F/A
(Amendment No. 1)**

o REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

p ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

**CANADIAN PACIFIC RAILWAY LIMITED
(Commission File No. 1-01342)
CANADIAN PACIFIC RAILWAY COMPANY
(Commission File No. 1-15272)
(Exact name of Registrant as specified in its charter)**

CANADA

4011

**98-0355078
(Canadian Pacific Railway Limited)
98-0001377
(Canadian Pacific Railway
Company)**

*(Province or other jurisdiction of
incorporation or organization)*

*(Primary Standard Industrial
Classification
Code Number)*

*(I.R.S. Employer Identification
Number)*

**Suite 500, Gulf Canada Square, 401-9th Avenue S.W., Calgary, Alberta, Canada T2P 4Z4
(403) 319-7000**

(Address and telephone number of Registrant's principal executive offices)

CT Corporation System, 111 Eighth Avenue, New York, New York 10011, (212) 894-8940

(Name, address (including zip code) and telephone number (including area code) of Agent for Service of Registrant in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--|---|
| Common Shares, without par value, of Canadian Pacific Railway Limited | New York Stock Exchange |
| Common Share Purchase Rights of Canadian Pacific Railway Limited | New York Stock Exchange |
| Perpetual 4% Consolidated Debenture Stock of Canadian Pacific Railway Company | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **Debt Securities**

For annual reports, indicate by check mark the information filed with this form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

At December 31, 2010, 169,175,058 Common Shares of Canadian Pacific Railway Limited (CPRL) were issued and outstanding. At December 31, 2010, 347,170,009 Ordinary Shares of Canadian Pacific Railway Company (CPRC) were issued and outstanding. All of the ordinary shares of CPRC are held by CPRL.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

YES NO

EXPLANATORY NOTE

The Registrants are filing this Form 40-F/A to the Registrants Annual Report on Form 40-F, dated March 15, 2011 (the Form 40-F), for the sole purpose of submitting Exhibit 101 to the Form 40-F as required by General Instruction B.(15)(a)(i) of Form 40-F and Rule 405 of Regulation S-T. Exhibit 101 was omitted from the Registrants timely filed Form 40-F in accordance with the 30-day grace period provided under Rule 405 (a)(2)(ii) of Regulation S-T.

No other changes have been made to the Form 40-F. This Form 40-F/A speaks as of the original time of filing the Form 40-F, does not reflect events that may have occurred subsequent to such filing, and does not modify or update in any way disclosures made in the Form 40-F.

SIGNATURES

Pursuant to the requirements of the Exchange Act, each Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report on Form 40-F to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Calgary, Province of Alberta, Canada.

**CANADIAN PACIFIC RAILWAY
LIMITED
CANADIAN PACIFIC RAILWAY
COMPANY**
(Registrants)

By: /s/ Karen L. Fleming
Name: Karen L. Fleming
Title: Corporate Secretary

Date: April 4, 2011

EXHIBITS

- 99.1* Consent of PricewaterhouseCoopers LLP, Independent Auditors.
- 99.2* Certification by the Chief Executive Officer of the Registrants filed pursuant to Rule 13a-14(a) of the Exchange Act.
- 99.3* Certification by Chief Financial Officer of the Registrants filed pursuant to Rule 13a-14(a) of the Exchange Act.
- 99.4* Certification by the Chief Executive Officer of the Registrants furnished pursuant to 18 U.S.C. Section 1350.
- 99.5* Certification by the Chief Financial Officer of the Registrants filed pursuant to 18 U.S.C. Section 1350.

101 Interactive Data File.

* Previously filed.