CANADIAN NATIONAL RAILWAY CO Form 6-K March 05, 2014

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 March, 2014

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 X

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 X

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 X

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 X

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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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Affaires juridiques Law

Cristina Circelli

Secrétaire générale déléguée et Deputy Corporate Secretary and

Avocate générale General Counsel

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March 5, 2014

Ontario Securities Commission 20 Queen Street West, 22nd Floor Toronto, ON M5H 3S8

On March 4, 2014, Canadian National Railway Company ("CN") purchased 666,667 Common Shares from an arm's length third party seller shareholder through private agreement for an aggregate purchase price of C\$39,053,352.86. The transaction will settle on March 10, 2014. The purchased shares will be cancelled and will be included in computing the number of Common Shares purchased by CN under its current Normal Course Issuer Bid.

Yours truly,

"Cristina Circelli"

Cristina Circelli

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SIGNATURES