Edgar Filing: Kurian Thomas - Form 4

| Kurian Tho Form 4 November | | | | | | | | | | | | |
|--|--|-----------------------------|----------------------------|---|---|----------------|-------------------------|--|--|---|--|--|
| FORM | ЛЛ | STATES | | | AND EXC n, D.C. 2054 | | GE COM | MISSION | OMB APF OMB Number: | PROVAL 3235-0287 | | |
| Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b). | nger to 16. or Filed pu tons ntinue. | rsuant to S (a) of the l | F CHA Section Public | NGES I SECU 16(a) of t Utility Ho | N BENEFIC VRITIES the Securitie | CIAL es Exc | change Ac Act of 193 | ERSHIP OF Expires: January Expires: 2 Estimated average burden hours per response Act of 1934, 1935 or Section | | | | |
| (Print or Type | e Responses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Kurian Thomas | | | | l | nd Ticker or Ti RP [ORCL] | rading | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2011 | | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP-Product Development | | | | |
| | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| (City) | (State) | (Zip) | Te | hla I Nam | Danimating C | ••• | Perso | | | Ormed | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme | d Date, if | 3. | 4. Securities A orDisposed of ((Instr. 3, 4 an | Acquir D) | - | I, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | 10/31/2011 | | | Code V M | Amount 725,000 | (D) A | Price \$ 20.49 | 754,812 | D | | | |
| Common Stock | 10/31/2011 | | | М | 625,000 | А | \$ 20.73 | 1,379,812 | D | | | |
| Common Stock | 10/31/2011 | | | М | 50,000 | А | \$ 21.04 | 1,429,812 | D | | | |
| Common Stock | 10/31/2011 | | | S | 1,400,000 | D | \$ 33.1506 (2) | 29,812 | D | | | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|-----|---------|--|--------------------|---|----------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 20.49 | 10/31/2011 | | М | | 725,000 | (1) | 07/05/2017 | Common Stock | 725,000 |
| Stock Option | \$ 20.73 | 10/31/2011 | | М | | 625,000 | (1) | 07/03/2018 | Common Stock | 625,000 |
| Stock Option | \$ 21.04 | 10/31/2011 | | М | | 50,000 | (1) | 07/02/2019 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Kurian Thomas C/O DELPHI ASSET MANAGEMENT CORP. 6005 PLUMAS STREET, SUITE 100 RENO, NV 89519 | | | EVP-Product Development | | | | |
| Signatures | | | | | | | |

Signatures

 /s/ Rita S. Dickson by Rita S. Dickson, Attorney in Fact for Thomas Kurian (POA Filed
 11/02/2011

 7/23/09)
 _____*Signature of Reporting Person
 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Option vests 25% annually on anniversary of grant date.

This transaction was executed in multiple trades at prices ranging from \$33.00 to \$33.32. The price reported above reflects the weighted(2) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

Amendment being filed to report a stock option grant inadvertently omitted from the original filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Memphis, Detroit, Duluth, Minn./Superior, Wis., 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.

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Contacts: Media Mark Hallman Director Communications and Public Affairs (905) 669-3384

Investment Community Janet Drysdale Vice-President Investor Relations (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.

Date:

January 30, 2014

Canadian National Railway Company By: /s/ Cristina Circelli Name: C Title: D

Cristina Circelli Deputy Corporate Secretary and General Counsel